

No. SC167464

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

C & J Knight Limited

Passed 12 March 2015

WEDNESDAY



A43FOOFF

A10

18/03/2015

#270

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions (the "**Resolutions**")

Special Resolutions

That:

1. Articles of Association

Article 8 of the Articles of Association of the Company be deleted and the following substituted therefor:

"Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer:

- (a) is to any bank or institution to which such shares have been charged by way of security or to any nominee of such a bank or institution (a "**Secured Institution**"); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.

Furthermore, notwithstanding anything to the contrary contained in these Articles:

- (a) no transferor or proposed transferor of any shares in the Company to a Secured Institution and no Secured Institution shall as transferor or proposed transferor be required to offer to the shareholders for the time being of the Company or any of them the shares which are or are to be transferred;
- (b) no shareholder for the time being of the Company shall have any right under the Articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to above to be transferred to them whether for consideration or not."

Ordinary Resolution

That:

2. Documents

The terms of, the arrangements contemplated by, and the execution, delivery and performance by the Company of the following documents (together referred to as the "Documents"):

- (a) a guarantee by the Company in favour of The Royal Bank of Scotland plc (the "Bank") of the liabilities incurred by Mansley Group Holdings Limited (the "Guarantee");
- (b) a bond and floating charge granted by the Company to the Bank; and
- (c) a standard security over the property situated at 12 Lauriston Street, Edinburgh (the "Property"),

BE HEREBY APPROVED as being in the best interests of the Company, of commercial benefit to the Company and for the purpose of carrying on the Company's business, there being full and fair consideration to the Company for the obligations which would be undertaken by the Company pursuant to or in respect of the Documents.

THAT any act done or document executed pursuant to any of the foregoing paragraphs shall be valid, effective and binding upon the Company notwithstanding any limitation on the powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the foregoing Resolutions).

Important:

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date (see *Notes 4 and 5 below*), hereby irrevocably agrees to the Resolutions.



duly authorised signatory
for and on behalf of
Mansley Group Holdings Limited

Number of shares: 1002

Date: 12 March 2015

A copy of this written resolution has been supplied to the auditors of the Company

IMPORTANT

Notes to shareholders about the proposed Written Resolutions

- 1 You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of them. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - By hand (by delivering the signed copy to Cécile Bouchet, Osborne Clarke, One London Wall, London, EC2Y 5EB.
 - By post (by returning the signed copy to Cécile Bouchet, Osborne Clarke, One London Wall, London, EC2Y 5EB .
- 2 **The Resolutions will lapse if sufficient votes in favour of them have not been received by 11a.m. on 1 April 2015.** Unless you do not wish to vote on any of the Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against all of the Resolutions.
- 3 Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
- 4 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
- 5 If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Act, to nominate another person to exercise a right to vote on a written Resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.