

Company number: 03077786

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
STAR TECHNOLOGY SERVICES LIMITED

SPECIAL RESOLUTION

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution of the members of the Company was passed as a written resolution on 22 November 2012

SPECIAL RESOLUTION

- 1 **THAT** the articles of association of the Company be amended by the deletion of the existing article 5 and the insertion of the following new article to be numbered 5

"Notwithstanding anything contained in these Articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a bank or institution or other entity "

By deletion of existing articles 6 1 to 10 12 and insertion of new article 6 as follows

"Notwithstanding any other provision of these articles any rights of pre-emption described shall not apply in respect of any shares which are charged by way of security to a bank or financial institution or other entity or a subsidiary of a bank or institution or other entity "

By insertion of new article 7 as follows

"7 Notwithstanding anything contained in these Articles

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares (whether or not fully paid) in the Company nor suspend registration of any such shares, and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

- (i) executed by a bank or institution or other entity to which such shares have been mortgaged, charged or pledged by way of security (or by any nominee of such bank or institution or other entity) pursuant to a power of sale under such security,
- (ii) executed by a receiver or manager appointed by or on behalf of any such bank or institution or other entity under any such security, or

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- (iii) to any such bank or institution or other entity (or to its nominee) pursuant to any such security

A certificate by any officer of such bank or institution or other entity that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts "

And by renumbering of all subsequent provisions and relevant cross-references accordingly

AND THAT any act done or document executed pursuant to this resolution shall be valid, effective and binding on the Company