

Company number 03241102

THURSDAY



A11 *A22OTBRV* 21/02/2013 #260
COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

MELCRUM LIMITED (the "Company")

25 January 2013 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that

- (a) resolution 1 is passed as an ordinary resolution (the "**Ordinary Resolution**"),
and
- (b) resolution 2 below is passed as a special resolution (the "**Special Resolution**")

ORDINARY RESOLUTION

It is hereby resolved THAT

- 1 for the purposes of paragraph 47(3)(b) of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, authorisation of conflicts of interest may be given by the directors in accordance with section 175(5)(a) of the Companies Act 2006 at any time following the passing of this resolution

SPECIAL RESOLUTION

- 2 the articles of association contained in the document attached to this Resolution and initialled be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

Signed

Name

Date

Victoria Mellor

VICTORIA MELLOR

5th February 2013

(PRINT NAME)

NOTES

- (a) You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. 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

- (i) **by hand** delivering the signed copy to Victoria Mellor at 29 Long Lane, London SE1 4PL, or
- (ii) **by post** returning the signed copy by post to Victoria Mellor at 29 Long Lane, London SE1 4PL, or

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- (b) Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- (c) Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date
- (d) 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