

Company number 06406288

The Companies Act 2006

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COMPANIES HOUSE

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Company limited by shares

Written resolutions

of

Avanta Properties (No 2) Limited (the "Company")

1st JUNE

2011 (the "Circulation Date")

Given that, pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company have proposed that we, being the sole member of the Company who is entitled to vote on the resolutions set out below, HEREBY PASS THE FOLLOWING RESOLUTIONS IN WRITING, as special resolutions of the Company, and hereby irrevocably agree in accordance with section 288 of the Act that the said resolutions shall for all purposes be valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held

Special Resolutions

- 1 **That** Article 3 (*Shares*) of the Company's Articles of Association shall be amended by adding the following provision as a new Article 3 3

"3 3 Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution Regulation 8 of Table 8 shall be modified accordingly "

- 2 **That** Article 13 (*Transfer of Shares*) of the Company's Articles of Association shall be amended by adding the following provisions as new Articles 13 2 and 13 3 respectively

"13 2 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of it where the 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,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such

shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

- 13.3 Notwithstanding anything contained in these Articles, the company and the directors shall not be entitled to exercise any lien which the company has in respect of its shares in relation to any transfer referred to in this Article 13 "

Important:

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

The undersigned, being a person entitled to vote on the resolutions on the Circulation Date (see *Note 4 below*), hereby irrevocably agrees to the Special Resolutions



Duly authorised signatory
for and on behalf of
Avanta Group Limited

Date 1st JUNE 2011

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 Special 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 Osborne Clarke, Apex Plaza, Forbury Road, Reading RG1 1AX marked for the attention of Rebecca Scott)
 - By post (by returning the signed copy to Osborne Clarke, Apex Plaza, Forbury Road, Reading RG1 1AX marked for the attention of Rebecca Scott)
 - By fax (by faxing a signed copy to +44 (0)118 925 2113 marked for the attention of Rebecca Scott)
 - By email (by attaching a scanned copy of the signed document to an email and sending it to Rebecca.scott@osborneclarke.com)
- 2 **The resolutions will lapse if sufficient votes in favour of them have not been received by 10 a.m. on 27 June 2011.** 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 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.

If you require any assistance in completing this document, please contact Rebecca Scott on 0118 925 2112