

Elysium Capital (UK) Limited

Company No
08571478

The Companies Acts 2006

Written Resolution of the Members
(Proposed by the Director)

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolution set out below be submitted to the eligible members of the Company as a written resolution and passed as a special resolution (the "Resolution")

Special Resolution

"That the name of the Company be changed to Managing Partners (UK) Limited "

I being the eligible member of the Company hereby signify my irrevocable agreement to the Resolution in accordance with the acceptance procedure set out below



On behalf of Elysium Capital Plc

1st MAY 2014

Date

Notes

THURSDAY



A37FVQBE

A12

08/05/2014

#120

COMPANIES HOUSE

Elysium Capital (UK) Limited
(the "Company")

Minutes of a meeting of the board of directors held at Drayton House, Drayton Lane, Chichester, West Sussex, PO20 2EW on Thursday 1st May 2014

The following director(s) were present

John Dengate

- 1 There was produced to the meeting a written form resolution (the "Written Resolution") (copy appended) to be circulated to the members for their consideration and signature as a special resolution to change the name of the Company to Managing Partners (UK) Limited
- 2 It was resolved that the directors recommend to the members of the Company that they approve the Written Resolution
- 3 It was further resolved that upon the Written Resolution being signed by the requisite number of the members and passed as a special resolution, the Secretary be instructed to file a copy of the special resolution and form NM01 with Companies House

There being no further business the meeting was closed



Chairman

1ST MAY 2014

Date

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document within the space provided and return it to the Company
- 2 If you are indicating agreement to the Resolution 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 with your indication of agreement
- 3 Please note that once you have agreed to the Resolution, you may not revoke your agreement
- 4 If you do not agree to the Resolution, you do not have to do anything further you will not be deemed to agree if you fail to reply
- 5 Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to be passed, it will lapse If you therefore agree to the Resolution please ensure that it is received by the Company within 28 days of the Circulation Date



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 8571478

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

ELYSIUM CAPITAL (UK) LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England and Wales; has changed its name to:

MANAGING PARTNERS (UK) LIMITED

Given at Companies House on **13th May 2014**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

Elysium Capital (UK) Limited

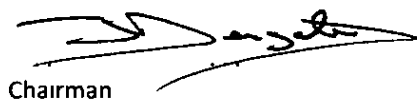
Company No
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The Companies Acts 2006

On the 1st May 2014 the following Written Resolution (such resolution being passed as a special resolution) was approved by the eligible members pursuant to sections 288 to 300 of the Companies Act 2006

Special Resolution

"That the name of the Company be changed to Managing Partners (UK) Limited "


Chairman

1ST MAY 2014
Date

THURSDAY



A12 *A37FVQB6* #119
08/05/2014
COMPANIES HOUSE