

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE**

SPECIAL RESOLUTION

OF

**POVERTY CHILD LIMITED (the 'Company')
Company Number: 08679269**

FRIDAY



Passed 14 July 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution ('Resolution')

SPECIAL RESOLUTION

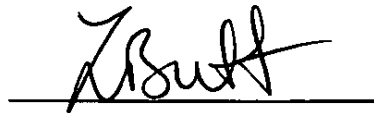
THAT the memorandum / articles of association of the Company be amended (to the form attached to this Resolution) by deleting the present clauses 24, 25 and 33 1 and replacing them with the following new clauses

- 24 *At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. Thereafter, at every third successive annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. each subsequent annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one director he or she must retire*
- 25 *If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting*
- 33 1 *The Directors may regulate their proceedings as they think fit, via face-to-face meetings, telephone or video conference or other such suitable electronic means, subject to the provisions of the Articles.*

AGREEMENT

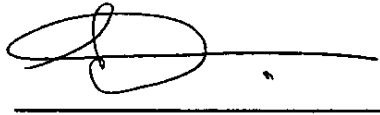
Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being the only members entitled to vote on the Resolution on the circulation date, hereby irrevocably agree to the Resolution



Ms Zenab Butt

Date 14 July 2016



Mr Shahbaz Haque

Date 14 July 2016



Mr Fraz Butt

Date 14 July 2016

NOTES

1 If you agree with the Resolution, 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 delivering the signed copy to The Directors, Poverty Child Ltd 83 Ducie Street Manchester M1 2JQ

Post returning the signed copy by post to The Directors, Poverty Child Ltd 83 Ducie Street Manchester M1 2JQ

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

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3 Unless, by 28 days from the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

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