

WEDNESDAY



A15 27/09/2017 #206
COMPANIES HOUSE

Company number: 04426409

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

HENDERSONS BUILDING SERVICES LIMITED ("the Company")

12 September 2017 2016 ("the Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution set out below is passed as a Special Resolution (the "Resolution").

SPECIAL RESOLUTION:

THAT the attached Articles of Association of the Company be amended by inserting the following new Article 17A into the Company's articles of association:

17A Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (i) to a person to whom such shares have been charged by way of security granted pursuant to a court order (a Chargee);
- (ii) executed by a Chargee pursuant to the power of sale or other power under any such security; or
- (iii) executed by a receiver or manager appointed by or on behalf of any Chargee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles

- (i) no transferor of any shares in the Company or proposed transferor of such shares to a Chargee;
- (ii) no Chargee, and
- (iii) no receiver or manager appointed by or on behalf of a Chargee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the Members for the time being of the Company or any of them, and no such Member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not.

Certified to be a true copy of the original document

Mon Hare Russell-Coxe LLP
RUSSELL-COXE LLP (solicitors)

Date...*26/09/2017*.....

and lastly, notwithstanding anything to the contrary contained in these Articles, the Company shall not have any lien over shares charged by way of security granted pursuant to a court order

AGREEMENT

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

I am a person entitled to vote on the Resolution on the date noted and I hereby irrevocably agree to the Resolution

Signed by Mark Henderson



Date

.. 12.. September.. 2017 ..

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 Russell-Cooke LLP, 2 Putney Hill, London, SW15 6AB
 - By Post delivering the signed copy to Russell-Cooke LLP, 2 Putney Hill, London, SW15 6AB
- 2 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
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, within the 28 day period beginning with 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 in one of the ways described at Note 1 above before the end of this period
- 5 Save as expressly stated, you may not use any electronic address provided either in this document or in any accompanying documents or communications to communicate with the Company