



THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION  
OF  
SSD UK Ltd  
(the "Company")

CIRCULATION DATE: 12<sup>TH</sup> NOVEMBER 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being members of the Company who, at the time and date of circulation, have the right to attend and vote at a general meeting of the Company, hereby pass the following resolutions in writing as special resolutions:

**SPECIAL RESOLUTIONS**

1. THAT article 4 of the Company's Articles of Association of the Company be hereby altered as follows

(a) By amending article 1.2 by the addition of:

"Encumbrance" means any security interest (including any mortgage, charge, pledge, lien, assignment or other encumbrance), any right to acquire (including any option or right of pre-emption) or any right to restrict dealings (including any trust or reservation of title) or arrangement of whatsoever nature over or in the relevant property," and

(b) by re-numbering paragraph one of article 4 as 4 1; and

(c) by inserting a new article 4 2 as follows

"The directors are prohibited from exercising any power of the company to create or issue, or agree to create or issue, or allow to come into being any Encumbrance upon any part of the property or assets or undertaking or uncalled capital of the company, unless they are authorised to do so by resolution of the company."

2. THAT article 22 of the Company's Articles of Association be hereby altered as follows

(a) by inserting the following wording into article 22(d) " .even after reasonable adjustment is made by the company", and

(b) by deleting article 22(e) and the subsequent sub-paragraphs be re-numbered accordingly

THURSDAY



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COMPANIES HOUSE

**AGREEMENT**

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

The undersigned, being entitled to vote on the Written Resolution on the Circulation Date, hereby irrevocably agrees to the Written Resolution:

SIGNED by Simon Ashdown  
for and on behalf of  
INTERSERVE SPECIALIST SERVICES (HOLDINGS) LTD

A handwritten signature in black ink, appearing to be 'S. Ashdown', written over a dotted line. The signature is fluid and cursive.

DATED: 19<sup>th</sup> November 2013

### GUIDANCE NOTES

- 1 *If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning the document to the Company using one of the following methods:*
  - *By hand or by post delivering the signed and dated document to Steph Pound*
  - *Email by attaching a scanned copy of the signed and dated document to an e-mail and sending it to [stepanie.pound@interserve.com](mailto:stepanie.pound@interserve.com) Please enter "Written Resolution regarding Articles of Association" in the e-mail subject box*
- 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 *The proposed resolution(s) will lapse if not passed within the period of 28 days beginning with the circulation date shown overleaf. If you agree to the resolution, please ensure that your agreement reaches us before or during this date*
- 5 *In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members.*
- 6 *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 authority when returning this document*