

LDC (STRATFORD) GP2 LIMITED (THE "COMPANY")

COMPANY NUMBER 07547994

WRITTEN RESOLUTION OF THE COMPANY

PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

PASSED ON

4 October

2012

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

THAT the article as set out below be and it is adopted as an article of association of the Company as article 24

SHARE TRANSFERS TO SECURED PARTIES

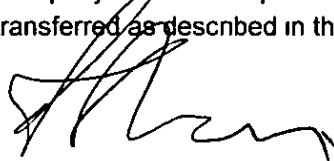
24 1 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of it where the transfer

- (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 in order to perfect its security over the shares, or
- (c) is executed by a Secured Institution pursuant to the power of sale or other power under such security

24 2 Furthermore, notwithstanding anything to the contrary contained in these Articles

- (a) no transferor or proposed transferor of any shares in the Company to a Secured Institution, and no Secured Institution as transferor or proposed transferor, shall be required to offer to the shareholders for the time being of the Company or any of them the shares which are or are to be transferred,
- (b) no shareholder for the time being of the Company shall have any right under the Articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to above to be transferred to them whether for consideration or not, and
- (c) the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of shares held by a Secured Institution or being transferred as described in this Article 24

Signed



Director/Secretary

for and on behalf of LDC (Stratford) GP2 Limited

TUESDAY



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COMPANIES HOUSE