

Company Number: 08977236

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

Embrace Limited

(the "Company")

Circulation Date – 26 March 2015

SATURDAY



A28

02/05/2015
COMPANIES HOUSE

#26

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, each having effect as a special resolution (the "Resolutions")

SPECIAL RESOLUTIONS

1 **THAT** the Company's articles of association be amended by the insertion of new special articles A and B as follows -

" A "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

1 1 is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or

1 2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

1 3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

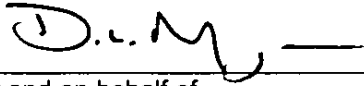
and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

B Notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of its shares in relation to any transfer referred to in this article "

AGREEMENT

Please read the notes at the end of this document before agreeing to the Resolutions

The undersigned was at the time the Resolutions were circulated entitled to vote on, and irrevocably agrees to, the Resolutions



For and on behalf of
Embrace Group Limited

26/08/2015

Date

NOTES

- 1 If you agree with the Resolutions, 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 Andy Dean, at Embrace Group, Two Parklands Business Park, Birmingham Great Park, Rubery, Birmingham B45 9PZ,
 - **Post** returning the signed copy by post to the Andy Dean, at Embrace Group, Two Parklands Business Park, Birmingham Great Park, Rubery, Birmingham B45 9PZ
- 2 If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement
- 4 Unless, within 28 days of circulation of the Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, 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 attorney or authority when returning this document