

WELLINGTON REGIONAL COUNCIL
(the Shareholder)

GROW WELLINGTON LIMITED
(the Company)

Written resolutions of the sole shareholder and agreement of entitled person of the Company pursuant to sections 32 and 122 of the Companies Act 1993 (the Act) and dated 2010

1. Wellington Regional Council, being the sole shareholder of Grow Wellington Limited and entitled person of the Company, resolves as a special resolution to amend the constitution of Grow Wellington Limited by:
 - a) inserting the following new clause:

17.3 If the Company is acting in its capacity as a shareholder of any subsidiary company, then prior to the Board resolving to pass any resolution to adopt, alter or revoke a subsidiary's constitution, or issue any new shares in a subsidiary, the Board must first obtain the written consent of its shareholders.
 - b) amending clause 17.2 to note that clause 17.2 is subject to the new clause 17.3.
2. Wellington Regional Council, being the sole shareholder of Grow Wellington Limited and entitled person of the Company, approves Grow Wellington Limited establishing a Council Controlled Organisation for Creative HQ. This approval is subject to Grow Wellington Limited at all times holding at least 51% of the shares in Creative HQ Limited;
3. Wellington Regional Council, being the sole shareholder of Grow Wellington Limited and entitled person of the Company, consents to Grow Wellington Limited adopting a constitution for Creative HQ Limited as approved by the Council at its meeting on 8 June 2010.
4. Requests that the Chair of the Council confirms this consent in writing to Grow Wellington Limited.

Signed by **Wellington Regional Council**, being the sole shareholder and entitled person of the Company, by:

Authorised Person