

Company number 00079315

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

COLLIER & CATLEY HOLDINGS LIMITED (the "Company")

Circulation Date: 31 March 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as special resolutions (together the "Special Resolutions").

Special Resolutions

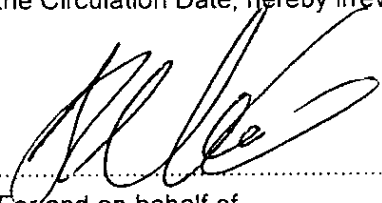
- 1 That the share capital of the Company be reduced from £65,000 divided into 65,000 Shares of £1 each to £1 divided into 65,000 Shares of £0.0000154 each and that such reduction be effected by cancelling paid-up capital to the extent of £0.9999846 on each of the issued 54,880 Shares of £1 in the capital of the Company and reducing the nominal amount of each Share, whether issued or unissued, from £1 to £0.0000154 accordingly.
- 2 That the first sentence of Clause 5 of the Company's memorandum of association be amended to read as follows:

"The Share Capital of the Company is £1 divided into 65,000 Shares of £0.0000154 each."

Agreement

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, the sole member entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Special Resolutions:


For and on behalf of
Thomas Vale Holdings Limited

Date 31 March 2009

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COMPANIES HOUSE

NOTES

- 1 You can choose to agree to the all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of 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 Harvey Ingram LLP at 8th Floor, Edmund House, 12-22 Newhall Street, Birmingham, B3 3EW (Ref: MJM).
- **Post:** returning the signed copy by post to Harvey Ingram LLP at 8th Floor, Edmund House, 12-22 Newhall Street, Birmingham, B3 3EW (Ref: MJM).

If you do not agree to all of the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 3 Unless, by 27 April 2009, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.