

THE COMPANIES ACT 2006
Private Company Limited by Shares

GORING HOLDINGS LIMITED (Company)
(COMPANY NO: 00220638)

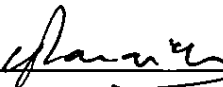
RECORD OF WRITTEN RESOLUTION OF MEMBERS

Passed: 3 December 2009

The following written resolution was passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 3 December 2009 having been signed by the required majority of eligible members of the Company at the date of this certification:

Special Resolution

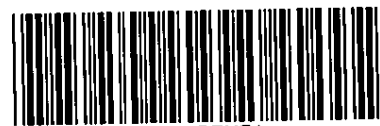
THAT the terms of an agreement between Christine Conner, William Richard Goring, Theresa Elizabeth Goring, Jonathan Charles Bradbury Goring, George Edward Goring, Cripps Trust Corporation Limited and the Company for the purchase by the Company of a total of 16,278 A Ordinary shares of £1 each and 22,515 B Ordinary shares of £1 each in the capital of the Company as set out in the draft agreement attached (**Buyback Agreement**) be approved and the Company be authorised to enter into the Buyback Agreement.

Signed  (Director/Secretary)

Name C. J. LANGRIDGE
DIRECTOR
CRIPPS SECRETARIES LIMITED

Dated 7 December 2009

WEDNESDAY



PC3 09/12/2009 630
COMPANIES HOUSE