

Company No: 00572769

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS IN WRITING
of
Samuel Hemmings Limited
("Company")**

Passed the 22nd day of December 2011

SATURDAY



We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, hereby pass the following resolutions as written resolutions of the Company (in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act")) each having effect as a ordinary resolutions.

IT WAS NOTED THAT

The directors of the Company are to hold a board meeting on the date of this resolution to consider and, if thought fit, approve (in the following order):

RESOLUTIONS

THAT

1. the re-designation of the Company's issued share capital from 26900 A Ordinary shares of £1.00 each into 26900 ordinary shares of £1.00 each (the "**Share Re-Designation**") be and is hereby approved.

Dated 22 December 2011

AGREEMENT

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions.

Name of Shareholder


Hemmings Group Holdings Limited

Signature

For and on behalf of
Hemmings Group Holdings Limited

Date of Signature

22 /12/2011


Christophe Chapron
Director