

Company Number: 00989164

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

UDV (SJ) Limited (the "Company")

**SOLE MEMBER'S WRITTEN RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS
OF THE COMPANY IN ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTIONS

- 1 THAT the share premium account of the Company as at the date on which this resolution is passed be reduced by £2,283,000,000, and
- 2 ~~THAT the regulations contained in the document attached to these Written Resolutions and marked "A" for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, each of the existing provisions of the Articles of Association of the Company, including, for the avoidance of doubt and without limitation~~
 - (A) the provision of the Company's Memorandum of Association as to the amount of its authorised share capital which, by virtue of paragraph 42 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, is to be treated as a provision of the Company's Articles of Association setting the maximum amount of shares that may be allotted by the Company, and
 - (B) all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006 (the "Act"), are to be treated as provisions of the Company's Articles of Association including, subject to entry of the relevant notice on the register pursuant to section 31(2)(c) of the Act, the objects of the Company's Memorandum of Association
- 3 ~~THAT the directors shall have the powers given by section 550 of the Act~~

info only

By order of the board



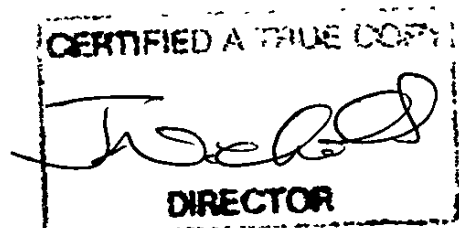
Director/Secretary

Date 2 JUNE 2011

MONDAY



LD1 06/06/2011 11
COMPANIES HOUSE



**INFORMATION REQUIRED TO COMPLY WITH
SECTION 291(4) OF THE COMPANIES ACT 2006**

- 1 The Circulation Date of this Resolution is 2 June 2011
- 2 UDV (SJ) Limited is a sole member company. The procedure for signifying agreement by the sole eligible member to the written resolutions is as follows
 - (A) The sole member signifies its agreement to the proposed written resolutions when the company receives from the member (or someone acting on its behalf) an authenticated document
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating the sole member's agreement to the resolution
 - (B) The document must be sent to the company in hard copy form or in electronic form
 - (C) The sole member's agreement to the written resolutions, once signified, may not be revoked
 - (D) The written resolutions are passed when the sole member has signified its agreement to them
- 3 Generally the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006). However, eligible members should signify their agreement to the written resolution within 15 days of the Circulation Date. This is because additional stricter rules apply to a written resolution for reducing share capital. Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which the resolution is agreed to (see sections 641(1)(a) and 642(1)(a) Companies Act 2006).

AGREEMENT BY THE SOLE MEMBER TO WRITTEN RESOLUTIONS

We, being the sole member of the Company, who, at the date this resolution is circulated would have been entitled to vote on such resolutions

- (1) confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006, and
- (2) hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that such resolutions shall take effect as special resolutions

for and on behalf of

Grand Metropolitan International Holdings Limited

Date 2nd June 2011