

Company number 01816510

**THE COMPANIES ACTS 1985 TO 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMBER'S WRITTEN RESOLUTION**  
**of**  
**GNE GROUP LIMITED**  
**(the "Company")**

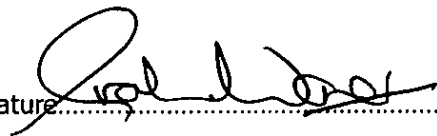
Date: **29 June** 2009 (the "circulation date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose the following resolution as a special resolution (the "**resolution**"):

That the amount standing to the credit of the share premium account of the Company (being the sum of £13,382,281) be cancelled by paying to the holders of the 13,905,266 ordinary shares of £0.25 each the sum of £0.9623894 per share (being capital in excess of the requirements of the Company) and that the directors be and are hereby authorised to do all acts and things which they may consider appropriate to implement the foregoing.

Please read the notes below before signifying your agreement to the resolution.

The undersigned, being the person entitled to vote on the above resolution on the circulation date, hereby irrevocably agrees to the resolution.

Signed by **GRAHAM WARNER** Signature   
(print name of signatory)

for and on behalf of  
Norcliffe Investments Limited

Date: **29 June** 2009



## Notes

- 1 Please find accompanying this draft resolution a copy of the solvency statement made by all the directors for the purposes of section 642 Companies Act 2006 and dated *29 June* 2009.
- 2 If you agree to the resolution, please signify your agreement by signing and dating this document and returning it to the Company Secretary at Ground Floor Ryder Court, 14 Ryder Street, London SW1Y 6QB (together with a certified copy of any power or authority under which it is signed). If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 For the resolution to be passed, you must consent to the resolution being passed during the period of 28 days beginning on the circulation date. However, for the proposed reduction to proceed, your agreement must be received within 15 days after the date of the solvency statement (as it is a specific requirement of the Companies Act 2006 that the solvency statement be dated no more than 15 days before the date of the special resolution to approve it).
- 4 Your agreement to the resolution, once signed and received by the Company, may not be revoked.