

Company No: 01825211

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**- of -**  
**TREMORFA LIMITED**



In accordance with the Company's Articles of Association and Section 381A of and Schedule 15A to the Companies Act 1985, we the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company HEREBY RESOLVE as follows:-

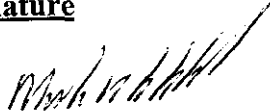

**Ordinary Resolutions**

1. THAT the authorised share capital of the Company be increased from £119,000 to £159,500 by the creation of £40,500 new Ordinary Shares of £1.00 each carrying the rights set out in the Articles of Association of the Company.
2. THAT That the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (1985 Act) to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £40,500 provided that this authority is for a period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.
3. THAT an agreement proposed to be made between Allan Mortimore and the Company for the purchase by the Company, out of the proceeds of a fresh issue of shares, of the Shares upon the terms (including at the price of £880,000) ("the Agreement") set out in the copy of the proposed Agreement and initialled by the Chairperson for the purpose of identification be and is hereby approved.

### Special Resolutions

3. That subject to the passing of resolution 2 above the directors be empowered pursuant to section 95 of the 1985 Act to allot equity securities (within the meaning of section 94(2) of the 1985 Act) wholly for cash pursuant to the authority conferred by resolution 2 above as if section 89(1) of the 1985 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £40,500 and shall expire five years from the date of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
4. THAT the Articles of Association of the Company be amended as necessary (and in the form attached) by inserting a new Article 1 to authorise the Company to purchase its own shares and that the remaining Articles be renumbered accordingly.

Dated: 20 / 11 / 2006

<u>Name of Shareholder</u>	<u>Signature</u>	<u>Date of Signature</u>
Mark Wilson Hosken		20 / 11 / 06
Allan Mortimore		20 <sup>ACT</sup> / 11 / 06

On copy:-

*As auditors to the Company we hereby confirm pursuant to Section 381B of the Companies Act 1985 that in our opinion the above Resolution(s) do(es) concern us as auditors but need not be considered by the Company in general meeting.*

Dated: 20 / 11 / 2006

### **DRAFT NEW ARTICLE**

1. Regulation 3 in Table A shall not apply to the Company and subject to the provisions of Chapter VII of Part V of the Act the Company may :-
  - (a) with the sanction of an Ordinary Resolution issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;
  - (b) purchase its own shares (including any redeemable shares);
  - (c) make a payment in respect of the redemption or purchase, under Section 159, 160 or 162 of the Act and the relevant power (a) or (b) above, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by Sections 170, 171 and 172 of the Act.