

Company Number: 02214161

LAMBERT FENCHURCH OVERSEAS LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

**SHAREHOLDERS' WRITTEN RESOLUTION
PURSUANT TO CHAPTER 2
OF PART 13 OF THE COMPANIES ACT 2006
PASSED ON 16 DECEMBER 2009**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was passed in writing as a special resolution on the above date:

SPECIAL RESOLUTION

THAT:

- (A) the share capital of the Company be reduced by cancelling and extinguishing all of the fully paid up share capital on 5,886,017 ordinary shares of £1 each in the capital of the Company without payment of consideration to the shareholder of such ordinary shares and an amount equal to such reduction be credited to the Company's reserves (where it will be treated as realised profit); and
- (B) upon the reduction of share capital referred to in (A) above, the Company's articles of association (the "Articles") be altered by deleting all the provisions of the Company's memorandum of association which, by virtue of the Companies Act 2006, are to be treated as provisions of the Articles apart from the provision in clause 4 stating that the liability of the members is limited.

Signed 

Secretary

for and on behalf of Lambert Fenchurch Overseas Limited

