

Number of Company: 2963574

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
MBO 1994 LIMITED

Passed 11 April 2006

At an Extraordinary General Meeting of the above named Company, duly convened and held at Colechurch House on the 11th day of April 2006 the undernoted Resolutions were duly passed, as Special Resolutions:

THAT the terms of the contract (a copy of which is at the Company's registered office and a copy of which has been sent to all members of the Company with this resolution) for the purchase by the Company from the shareholder named in the said contract namely James Guest of a total of 188 Ordinary Shares of £1.00 each in the capital of the Company for the sum of £31.40p per share be and are hereby approved and that the directors be authorised to enter into the said contract on behalf of the Company.

THAT the terms of the contract (a copy of which is at the Company's registered office and a copy of which has been sent to all members of the Company with this resolution) for the purchase by the Company from the shareholder named in the said contract namely Paul Lockey of a total of 6 Ordinary Shares of £1.00 each in the capital of the Company for the sum of £31.40p per share be and are hereby approved and that the directors be authorised to enter into the said contract on behalf of the Company.


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D C P Kuan
Company Secretary



SHARE PURCHASE CONTRACT

THIS PURCHASE CONTRACT is made the day of 2006

BETWEEN

1. MBO 1994 LIMITED having its registered office at Colechurch House, 1 London Bridge Walk, London, SE1 2SS ('the Company')

and

2. JAMES GUEST of 4 Lancaster Gardens, Southend-on-Sea, Essex SS1 2NT ('the Shareholder')

WHEREAS

1. The authorised share capital of the Company at the date hereof consists of £250,000 divided into 250,000 Ordinary Shares of One Pound each of which 89,067 have been issued and are credited as being fully paid up.
2. The Shareholder is the registered holder and beneficial owner of 188 Ordinary shares in the capital of the Company of which the Company has agreed to purchase 188 Ordinary Shares ('the Sale Shares')
3. The Company is authorised by its Articles of Association to purchase its own shares.

NOW THEREFORE IT IS HEREBY AGREED as follows:

1. The Shareholder shall sell to the Company as beneficial owner and the Company shall purchase the Sale Shares free from all liens charges and encumbrances for the sum of £5,903.20 ('the Purchase Price')
2. Completion of the purchase of the Sale Shares shall be constituted by:
 - (a) the Shareholder surrendering to the Company the share certificates relative to the Sale Shares; and
 - (b) the Company delivering a cheque for the Purchase Price to the Shareholder

AS WITNESS the hands of the duly authorised representatives of the Company and the Shareholder the day and year first before written.

For and on behalf of MBO 1994 Limited

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Director

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James Guest

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Director / Secretary