

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

TUESDAY



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LD4

16/03/2010

COMPANIES HOUSE

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## RESOLUTIONS IN WRITING

of

### LGC (HOLDINGS) LIMITED (the "Company")

LGC Investments Limited, being the sole member of the Company who at the date of these resolutions is entitled to vote on the resolution, RESOLVES, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed, in the case of resolutions 1 and 2 as special resolutions, and in the case of resolution 3 as an ordinary resolution

### SPECIAL RESOLUTIONS

- 1 **THAT** the articles of association of the Company shall be amended to include the following wording as a new article 9 2

"9 2 Notwithstanding anything contained in article 9 1, no lien by the company over its shares shall extend to any shares in the company subject to a charge or mortgage in favour of a bank or other institution "

- 2 **THAT** the articles of association of the Company shall be amended to replace article 12 with the following new article 12.

"12 Right to refuse registration

- 12 1 The board may, in its absolute discretion, refuse to register any transfer of any share, whether or not it is a fully paid share, subject to article 12 2

- 12 2 The power granted to the board in article 12 1 shall not extend to any transfer of any share where such transfer is

12 2 1 in favour of any bank or financial institution (or any nominee or nominees of such a bank or financial institution) to whom such shares are being transferred by way of security, or

12 2 2 duly executed by any such bank or financial institution (or any such nominee or nominees) to whom such shares (including any further shares in the company

acquired by reason of its holding of such shares) shall have been transferred as aforesaid, pursuant to the power of sale under such security,

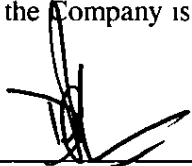
and a certificate by any official of such bank or institution that the shares are or are to be subject to such security shall be conclusive evidence of such fact

- 12 3 If the board refuses to register a transfer in accordance with article 12 1, it shall within two months after the date on which the transfer was lodged send the transferee notice of the refusal together with its reasons for the refusal "

### ORDINARY RESOLUTION

- 3 **THAT** any provision of the Company's memorandum of association as to the amount of the Company's authorised share capital on and after 1 October 2009 is treated as a provision of the Company's articles of association setting the maximum amount of shares that may be allotted by the Company is hereby revoked

SIGNATURE



for and on behalf of LGC Investments Limited

NAME DAVID RICHARDSON

DATE 5 MARCH 2010

### Notes

- 1 The circulation date of this resolution is 5 MARCH 2010 This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date Only such eligible members (or persons duly authorised on their behalf) should sign this resolution
- 2 An eligible member can signify its agreement to the resolution by signing the resolution and by delivering a copy of the signed resolution to an officer of the Company by hand
- 3 This resolution must be passed by 1 APRIL 2010 If the resolution is not passed by such date it will lapse The agreement of a member to this resolution is ineffective if signified after this date