

**THE COMPANIES ACTS 1985-2006**

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**COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**

of

**QPR HOLDINGS LIMITED**

(the 'Company')

(Passed on 18 March 2008)

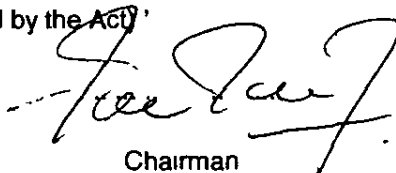
The following written resolutions of the Company were passed as ordinary and special resolutions in accordance with Chapter 2 of Part 13 of the Companies Act 2006

**Ordinary Resolutions**

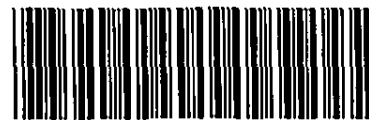
- 1 'That the Company's authorised share capital be increased from £6,000,000 to £16,000,000 by the creation of 1,000,000,000 ordinary shares of 1p each, such new shares to rank *par passu* with the existing ordinary shares in the capital of the Company.'
- 2 'That, in substitution for all existing authorities, with effect from the date of this resolution the directors be unconditionally authorised pursuant to s 80 Companies Act 1985 (the 'Act') to exercise any power of the Company to allot relevant securities (as defined by the Act) up to a maximum nominal amount of £10,005,063 at any time or times during the period of five years from the date of this resolution and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority '

**Special Resolution**

- 3 'That, in substitution for all existing authorities and subject to the passing of resolution 2, pursuant to s 95 of the Act, s 89(1) of the Act shall not apply to the allotment of equity securities (as defined in the Act) by the directors for so long as the directors shall be authorised pursuant to s 80 of the Act to allot relevant securities (as defined by the Act)'

  
Chairman

WEDNESDAY



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16/04/2008

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COMPANIES HOUSE