Form of Written Resolutions for Filing at the Companies Registry

Company No. 03835524

TUESDAY

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PC4 05/01/2010 194
COMPANIES HOUSE

## WRITTEN RESOLUTIONS

## - of -

## PRECIS (1814) LIMITED (THE "COMPANY")

The following written resolutions, having been duly proposed by the directors of the Company, were duly passed by the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "**Act**"), resolutions 1 and 2 as Special Resolutions and resolutions 3 to 5 as Ordinary Resolutions:

### Special Resolutions

1 THAT, the Articles of Association attached to this resolution be and are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

2 THAT the Articles of Association of the Company be amended by deleting all of the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Act, are to be treated as part of the Company's Articles of Association.

### Ordinary Resolutions

3 THAT the Articles of Association of the Company be amended by deleting the provisions of the Memorandum of Association as to the amount of the Company's authorised share capital, which will otherwise be treated as provisions of the Articles of Association setting the maximum amount of shares that may be allotted by the Company.

4 THAT, in accordance with section 175 of the Act and the new Articles of Association of the Company referred to in resolution 1 above, the Directors of the Company may authorise any matter which would otherwise result in a Director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

5 THAT the Directors be authorised to allot shares in accordance with section 550 of the Act.

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Secretary

Date: 21 December 2009