

Company Number: 3995223

CERTIFIED A TRUE COPY OF
THE ORIGINAL
CHARLES RUSSELL LLP

B. Kelly
BEN KELLY
SOLICITOR
30/07/09

THE COMPANIES ACTS 1985 TO 2006
PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

ALBANY CAPITAL PLC

(the "Company")

At the General Meeting of the Company, duly convened and held in accordance with the Company's Articles of Association at 10.00am on 29 July 2009, the following Resolutions were duly passed, as special resolutions:-

SPECIAL RESOLUTIONS

- 1 THAT, subject to the fulfilment of the conditions (other than the passing of this resolution) set out in paragraph 14 of the scheme, contained in Part II of the circular to shareholders of the Company dated 15 June 2009 (the "**Scheme**"), a copy of which has been laid before this meeting and signed for the purposes of identification by the chairman of the meeting:
 - (A) the Company be wound up voluntarily and Laura Waters and Richard Setchim, both of PricewaterhouseCoopers LLP, Plumtree Court, London EC4A 4HT, be and are hereby appointed, jointly and severally, liquidators of the Company (the "**Liquidators**") for the purpose of such winding up;
 - (B) the remuneration of the Liquidators be fixed on the basis of time spent by them and members of their staff in attending to matters arising prior to and during the winding up of the Company and the Liquidators be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine and to pay any expenses properly incurred by them to give effect to the Scheme; and
 - (C) the Company's books and records be held to the order of the Liquidators until the expiry of 12 months after the date of dissolution of the Company when they may be disposed of (save for financial and trading records, which shall be kept for a minimum of 10 years following vacation of the Liquidators from office).
- 2 THAT, subject to the passing of resolution 1 set out in the notice of the Second General Meeting and to the conditions referred to therein, the Liquidators (as defined in that resolution) be and are hereby authorised:
 - (A) pursuant to section 165 of the Insolvency Act 1986 to exercise the powers set out in Part 1 of Schedule 4 to that Act as may be necessary or desirable in their judgment, acting jointly and severally, to give effect to the Scheme (as defined in that resolution); and
 - (B) to exercise such voting powers as the Company has in relation to its property and in such manner as they shall determine, in their absolute and sole discretion, to be in the beneficial interests of the Shareholders.

Chairman

[Signature]

SATURDAY



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01/08/2009
COMPANIES HOUSE