

## WRITTEN RESOLUTIONS OF

## WOLSTENHOLME (BIDCO) LIMITED

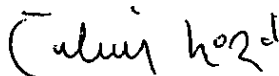
COMPANY NUMBER - 04028201

## THE COMPANIES ACT 1985 & THE INSOLVENCY ACT 1986

In accordance with section 288 of the Companies Act 2006 the following resolutions were agreed to and were duly passed on 7 October 2009.

The following special resolutions numbered (i), (iv) and (v) and the ordinary resolutions numbered (ii), (iii) and (vi) were passed:

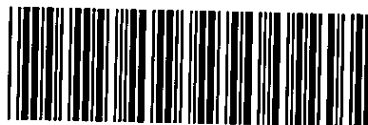
- (i) the Company be wound up voluntarily;
- (ii) Stuart Charles Edward Mackellar and Graham Michael Wild of Zolfo Cooper LLP (the Liquidators) be and are hereby appointed Joint Liquidators for the purpose of winding up the Company's affairs and distributing its assets and that any act required or authorised under any Act or enactment to be done by the Liquidator may be done by one or more of the persons for the time being holding the office of Liquidator;
- (iii) the remuneration of the Liquidators shall be fixed on the basis of the time spent by the Liquidators and their staff in attending to matters arising prior to and during the winding up of the Company and that remuneration be drawn in accordance with the terms of the engagement letter between Zolfo Cooper and Wolstenholme International Limited dated 20 August 2008.
- (iv) the Liquidators be and are hereby authorised to distribute to the member in specie or in kind the whole or any part of the assets of the Company and may for that purpose, value any assets and determine how the division between members should be carried out;
- (v) the Liquidators be and are hereby authorised under the provisions of Section 165(2) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of said Act; and
- (vi) the Company's books and records be transferred to the Joint Liquidators, until the expiry of 2 years after the date of dissolution of the Company, when they may be disposed of.



Director  
On behalf of Wolstenholme (Holdco)

Date: 7 October 2009

TUESDAY



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\*AOTMPE21\*

13/10/2009

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COMPANIES HOUSE

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