

Company No: 04114180

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

passed as

WRITTEN RESOLUTIONS

of

Colourworks Design Company Limited

(Passed pursuant to section 288 the Companies Act 2006)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, having effect as special written resolutions (the "Resolutions").

WE, the undersigned, being or representing all the members of the Company, HEREBY RESOLVE as follows:

#### RESOLUTIONS

1. THAT, with effect from the passing of this resolution, the Company's Memorandum of Association be amended by the deletion of clause 3 (h) and the insertion of a new clause 3 (h) as follows:

*"3(h) To guarantee, indemnify or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) and uncalled capital of the Company, or by both such methods or by any other means whatever, the performance of the liabilities and obligations of and the repayment or payment of any moneys whatever by any person, firm or company, including (but not limited to):*

- (i) any liabilities and obligations whatever of, and the repayment or payment of any moneys whatever by, any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the Company or another subsidiary of the Company's holding*

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*company or otherwise associated with the Company in business; and*

- (ii) any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company in so far as the giving of any such guarantee or other support or security is not prohibited by law;*
- (iii) the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities; and*
- (iv) to create mortgages charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.*

*For the purposes of this clause, "guarantee" shall be construed so as to include any other obligation howsoever described to pay, satisfy, provide funds (whether by advance of money, the purchase of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment or satisfaction of, or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other person, firm or company."*

2. THAT, with effect from the passing of this resolution, the Company's Articles of Association be amended by the insertion of the following at the end of article 8:

*" (a) Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:*

- (i) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"); or*
- (iii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or*

(iii) *is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,*

*and the Directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject to any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise."*

(b) *Notwithstanding anything contained in these Articles, there shall be no restrictions or rights of pre-emption on transfer of shares where such transfer is executed by or in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution)."*

3. THAT, with effect from the passing of this resolution, the Company's Articles of Association be amended by the insertion of the following words at the end of Article 7:

*"The Company's lien on shares shall not apply to shares which have been charged by way of security to a Secured Institution."*

4. THAT, with effect from the passing of this resolution, the Company's Articles of Association be amended by the insertion of a new Article 21 as follows:

*"21. Subject to the provisions of all applicable laws, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a director notwithstanding his office:*

- (a) may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;*
- (b) may hold any other office or employment with the Company (other than the office of auditor);*

- (c) *may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;*
- (d) *may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;*
- (e) *shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and*
- (f) *save for a vote under section 175(4) of the Companies Act 2006 authorising any conflict of interest which the director or any other interested director may have shall be entitled to vote on any resolution and (whether or not he shall vote) shall be counted in the quorum on any matter referred to above or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted.*

*For the purposes of the above article:*

*a general notice to the Directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;*

*an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and*

*an interest of a person who is for any purpose of the Statutes (excluding any statutory modification not in force when these Articles were adopted) connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.*

*Regulations 85 and 86 of Table A shall not apply to the Company."*

Dated: 24<sup>th</sup> December 2008

Shareholders who wish to agree to such resolutions should signify that agreement in one of the following ways:

1. Sign and return this document to Eversheds LLP, Bridgewater Place, Water Lane, Leeds LS11 5DR marked for the attention of Sarah Wheeler; or
2. Sign and return this document by fax to 0845 498 4994 marked for the attention of Sarah Wheeler; or
3. Email the company c/o sarahwheeler@eversheds.com confirming agreement including the text of the resolution and including your full name.

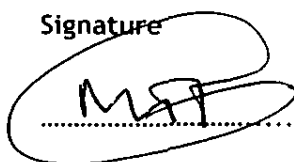
If sufficient agreement is not received by 1<sup>st</sup> January ~~2008~~<sup>2009</sup> then these resolutions will lapse and shareholders will not be able to indicate agreement after that date.

**Name of Shareholder**

**Signature**

**Date of Signature**

Mark Thomas Felstead on  
behalf of Colourworks  
Docklands Limited

A handwritten signature, appearing to be 'MTF', is written over a dotted line. The signature is enclosed within a hand-drawn oval.

22/12/08

Copy:

Auditors