

STEP 3.3

Company No:- 04152381
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
PBI GROUP HOLDINGS LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Sole Shareholder of PBI Group Holdings Limited (the "Company") hereby adopts the resolution below as a special resolution (the "Special Resolution")

SPECIAL RESOLUTION

THAT -

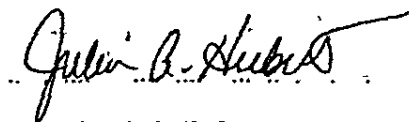
- (1) the issued share capital of the Company be and is hereby reduced from \$58,675,679.36 divided into 58,675,679.36 ordinary shares of \$1 each to \$1,000,000 divided into 1,000,000 ordinary shares of \$1 each by the cancellation of 57,675,679.36 ordinary shares and such amount be applied into the profit and loss account of the Company, and
- (2) to the extent required, the memorandum and/or articles of association of the Company be updated or amended (as appropriate) and re-submitted to Companies House.

Statutory Statement regarding signifying agreement and date by which resolution must be passed

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, a person entitled to vote on the above resolutions on 30 December 2011, hereby irrevocably agrees to the Special Resolution.

Signed by



for and on behalf of

PRUDENTIAL SECURITIES GROUP LLC

30 December 2011

FRIDAY



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LD1

30/12/2011

#289

COMPANIES HOUSE

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Notes

- 1 If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company

If you do not agree to the Special Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement
- 3 Pursuant to the Companies Act 2006, unless, by 27 January 2012 sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date. The agreement of a member to a written resolution proposed under the Companies Act 2006 is ineffective if signified after this date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.