

Company No 04169239

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

Of

XATIRB3 LIMITED (the "Company")

30 SEPTEMBER 2010

(the "Circulation Date")

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 a ordinary resolutions (in the case of resolutions 1 and 2) and a special resolution (in the case of resolution 3) (the "Resolutions") -

ORDINARY RESOLUTION

- 1 **THAT** the share capital of the Company be hereby increased from £332,243,299 by the creation of 39,270,852 new ordinary shares of £1 each and 119,818,123 new preference shares of €1 00 having the rights set out in the articles of association of the Company
- 2 **THAT** in substitution for any previous authority, the directors be hereby generally and unconditionally authorised, in accordance with section 551 of the Act, to allot shares in the Company up to a maximum aggregate nominal amount of £39,270,852 and €119,818,123 provided that this authority will expire on the date being five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require shares to be allotted after this authority expires and the directors may allot shares pursuant to such offer or agreement as if this authority had not expired

SPECIAL RESOLUTIONS

- 3 **THAT** subject to the passing of Resolution 2 the Directors be hereby given power in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred by Resolution 2 as if section 561(1) of the Act did not apply to the allotment provided that such power shall expire when the authority conferred by Resolution 2 is revoked or expires unless previously renewed, varied or revoked by the Company in general meeting but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired
- 4 **THAT** the articles of association of the Company (the "Articles") be amended by.

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- 4 1 the deletion of existing article 2 to be substituted with the following new article 2

"The share capital of the Company is divided into 371,514,151 ordinary shares of £1 00 each and 119,818,123 preference shares of €1 00 each "

- 4 2 the addition of a new article 6A after existing article 6

"6A The preference shares shall

6A 1 not entitle the holders to receive notice of or to attend or vote at any general meeting of the Company,

6A 3 on a return of capital on liquidation or otherwise be entitled to an amount equal to the amount paid up on or credited as paid up in respect of the nominal value thereof (which for the avoidance of doubt is €1 00 a preference share (the "**Preference Share Issue Price**") and thereafter shall not be entitled to participate in the distribution of any assets of the Company,

6A 4 shall, subject to the Companies Act 2006, be redeemed upon resolution of the Board of Directors and on the date fixed for redemption the Company shall pay to each holder of preference shares an amount equal to the Preference Share Issue Price and upon receipt of that amount each such holder shall surrender to the Company the certificate for its preference shares in order that they may be cancelled "

- 4 3 By inserting a new article which shall read as follows -

Liability of members

"The liability of the members is limited to the amount, if any unpaid on the shares held by them "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions


We, the undersigned, were at the time the Resolutions was circulated were entitled to vote on 30 SEPTEMBER 2010 and hereby irrevocably agree to, the Resolutions


Seton House Luxembourg S à r l

By S D McCASLIN

SDH
Title Manager

30 SEPTEMBER
Dated 2010


Seton House Luxembourg S à r l

By WILLIAM GOLDEN DEANNEY

WD
Title Manager

30th SEPTEMBER
Dated 2010


Seton House International S A

By **W G DEVENNEY**

30TH SEPTEMBER
Dated 2010

Title Director


Seton House International S A

By **S D MCCASLIN**

30 SEPTEMBER
Dated 2010

Title Director

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -

- **By Hand** delivering the signed copy to Laura Coulter, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH
- **Post** returning the signed copy by post to Laura Coulter, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH

If you do not agree to all of the Resolutions, 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 Resolutions, you may not revoke your agreement
- 3 Unless, by 28 days from the circulation date stated above, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 4 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