

Private Company Limited by Shares
Written Resolution
of Cheval Commercial Finance Limited
(the Company)

Circulated on 1 February 2011 (the Circulation Date)

TUESDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution.

Special Resolution

To amend the articles of association of the Company to include the following as a new paragraph numbered 10 to be included under the existing heading "SHARE CAPITAL" (and for all subsequent headings to be re-numbered accordingly)

- 10 "Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this Article 10 (to the effect that any provision contained in this Article 10 shall override any other provision of these Articles):
- 10 1 The director shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer
- 10.1.1 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
- 10 1 2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares: or
- 10.1 3 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 of 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

- 10 2 The Directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 10 1 above)."

Agreement

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

The undersigned, being such person or persons as are entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolution:

Name	Authorised Signatory	Date
Flexinet Limited (signed by an authorised director)		2nd February 2011

Notes:

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated next to your name above and returning it to the Company by or before the Lapse Date (stated in Note 4 below) using one of the following methods.
 - By Hand delivering the signed copy to Cheval Commercial Finance Limited, 2nd Floor, Meridien House, 69-71 Clarendon Road, Watford, Herts WD17 1DS
 - Post, returning the signed copy by post to Cheval Commercial Finance Limited, 2nd Floor, Meridien House, 69-71 Clarendon Road, Watford, Herts WD17 1DS
 - E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to gavdiamond@yahoo.com Please enter "Written resolution January 2011" in the e-mail subject box
2. If you do not agree to the resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolution, you cannot revoke your agreement
4. If the Company does not receive the requisite number of votes in favor of the resolution within 28 days of the Circulation Date (Lapse Date) the resolution will lapse. Accordingly, if you agree to the resolution, please ensure that your agreement reaches us by or before this date.
5. 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.
6. 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