

Company 04349489

WRITTEN RESOLUTION

- of the sole member of-

Exalia Limited

(the "Company")

passed on 30/11/12

WEDNESDAY

COMPANIES HOUSE



LD4

L12PU95V

15/02/2012

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the resolutions below are passed as special resolutions (the "**Resolutions**")

The undersigned, being the sole member of the Company for the time being entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolution, hereby resolve unanimously in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows

SPECIAL RESOLUTIONS

THAT the Articles be amended by inserting "Subject to Article 10A", at the beginning of Article 10(b)

THAT the Articles be amended by inserting the following as a new Article 10A

"(a) Notwithstanding anything contained in these Articles, the Directors (or Director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares where in any such case the transfer is or is to be

(i) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,

(ii) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or

(iii) to any such bank or institution (or to its nominee) pursuant to any such security

(b) A stock transfer form executed by the Company and share certificate of the Company held by any officer of such bank or institution evidencing that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

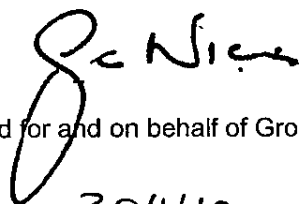
(c) Clause 24 of Table A shall be modified accordingly "

THAT the Articles be amended by excluding clauses 8 and 26 of Table A in their entirety

THAT the Articles be amended by inserting a new Article at the end of the Articles with the wording "Regulations 8 and 26 of Table A shall not apply to these Articles "

AGREEMENT

The undersigned, a person entitled to vote on the Resolutions, hereby irrevocably agrees to the Resolutions and confirms that he/she has received copies of the Transaction Documents and has had sufficient time and opportunity to review these copies prior to agreeing to the Resolutions



Signed for and on behalf of Group NBT International Limited

Date 30/1/12