

**WRITTEN RESOLUTION
SECTION 288 OF THE COMPANIES ACT 2006**

COMPANY Cedar Rock Capital Limited
COMPANY NUMBER 04466326
Circulation Date 23 May 2011

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 (the "**Resolution**")

SPECIAL RESOLUTION

- 1 Of the total issued share capital of 164,326 B Ordinary Shares, 156,210 B Ordinary Shares be re-designated as follows
- (a) 122,093 B Ordinary Shares to be designated as 122,093 E Ordinary Shares,
 - (b) 24,418 B Ordinary Shares to be designated as 24,418 F Ordinary Shares,
 - (c) 9,699 B Ordinary Shares to be designated as 9,699 G Ordinary Shares,

The above classes of shares are to rank pari passu in all respects to the B Ordinary Shares

- 2 The remaining 14,456 B Ordinary Shares are to remain unchanged as B Ordinary Shares

AGREEMENT


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

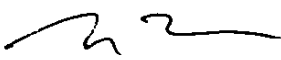
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COMPANIES HOUSE

The undersigned, being all the members of the Company entitled to vote on the Resolution on the Circulation Date, hereby agree to the Resolutions

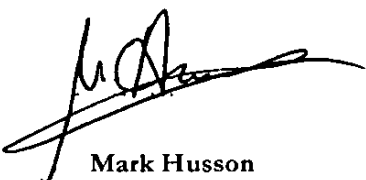
Signed  Date 24th May 2011
Andrew Brown

Signed  Date 24 MAY 2011
Nicholas Tingley

Signed  Date 24th May 2011
Lina Arthur

Signed  Date 24th May 2011
Yavuz Arıkan

Signed  Date 24th May 2011
Tom Wilkins

Signed  Date 24th May 2011
Mark Husson

NOTES

- 1 If you agree with 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 Joy-Isabelle Besse at 70 Conduit Street, London W1S2GF, or
 - By post returning the signed copy by post to Joy-Isabelle Besse, 70 Conduit Street, London W1S2GF,], or
 - By fax faxing the signed copy marked “for the attention of Joy-Isabelle Besse” to 0207-434-1232, or
 - By email by attaching a scanned copy of the signed email and sending it to joy.besse@meteorapartners.com
- 2 If you are indicating agreement to the Resolution 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 with your indication of agreement
- 3 If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 5 Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse
- 6 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