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**Company Registration No. 04467087**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of TALLY HO 2 LIMITED**  
**("Company")**

TUESDAY



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 Special Resolutions

**SPECIAL RESOLUTIONS**

That, with effect from the passing of this Resolution, the Memorandum of Association of the Company be altered by the insertion of the following new clause immediately after clause (E)

- (EE) "Whether with or without receiving consideration or benefit and otherwise on such terms as the Company deems appropriate (i) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge of any liabilities or the observance or performance of any kind of obligations of any person or (ii) to secure (A) any such guarantee, indemnity or arrangement or (B) the discharge of any liabilities or the observance or performance of any kind of obligations of any person, in each case by way of any charge or any other kind of security interest over the whole or any part of the undertaking or assets of the Company "

That, with effect from the passing of this Resolution, the Articles of Association of the Company be altered by

- (1) The substitution of the following for Article 1(b)
- "Regulations 8-11, 24-26, 28, 64, 76, 77 and 113 of Table A shall not apply to the Company "
- (2) The substitution of the following for Article 5
- "Lien
- Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank, institution or other person or subsidiary thereof
- (3) The substitution of the following for Article 6
- Notwithstanding anything otherwise provided in these Articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions

applicable to, share transfers or otherwise) the Directors shall not decline to register any transfer of shares nor suspend registration thereof where such transfer is in favour of

- (a) a chargee or mortgagee of such shares, or
- (b) any nominee of a chargee or mortgagee of such share, or
- (c) a purchaser of such shares from a chargee or mortgagee (or its nominee) of such shares, or
- (d) a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of such shares,

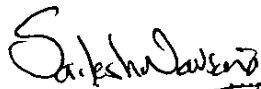
and a certificate by the relevant chargee or mortgagee (or any officer thereof) that the relevant transfer is within paragraph (i), (ii), (iii) or (iv) above shall be conclusive evidence of that fact

## AGREEMENT

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

The undersigned, a person entitled to vote on the above Resolutions on 1<sup>st</sup> November 2010, hereby irrevocably agrees to the Special Resolutions

Signed by



**MINERVA NOMINEES LIMITED**

Date

01/11/10

## NOTES

- 1 If you wish to vote in favour of a resolution please sign and return this document to the Company using one of the following methods

- **By Hand** delivering the signed copy to Andrew Robert Platts, PO Box 218, 43/45 La Motte Street, St Helier, Jersey, Channel Islands
- **Post** returning the signed copy by post to Andrew Robert Platts, PO Box 218, 43/45 La Motte Street, St Helier, Jersey, Channel Islands

- **Fax** faxing the signed copy to 01534 702870 marked "For the attention of Andrew Robert Platts"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [andrew.platts@minerva-trust.com](mailto:andrew.platts@minerva-trust.com) Please enter "Written resolutions dated 29<sup>th</sup> October 2010" in the e-mail subject box

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement
- 3 Where, by 8<sup>th</sup> November 2010, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during 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