

**ACTIVE MOTTO PLC ("the Company")**

**COPY** Resolutions of the type and in the terms specified below as passed by the members of the Company on 16<sup>th</sup> April 2010

**SPECIAL RESOLUTIONS**

- 1 That the Company be re-registered as a private company under the Companies Act 2006 by the name of Active Motto Limited
- 2 That the memorandum of association of the Company be amended accordingly as follows
  - 2 1 By the deletion of clause 1 and in substitution for it  
"1 The name of the Company is Active Motto Limited "
  - 2 2 By deleting clause 2
  - 2 3 By renumbering clauses 3-6 as clauses 2-5 respectively
- 3 That the regulations contained in the document submitted to the meeting and for the purposes of identification signed by the chairman be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association

**ORDINARY RESOLUTION**

- 4 That, with effect from the Company's re-registration as a private company and in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006



**Chairman**

Dated

2010

