

**WRITTEN RESOLUTIONS
OF
INFINIS FINANCE LIMITED (the "Company")**

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE
WITH SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTIONS

THAT:

- 1 the share capital of the Company be reduced from £313,607,741.01, divided into:
 - (a) 19,292,084,101 Ordinary shares of 1 pence each ("Ordinary Shares"); and
 - (b) 120,686,900 Preference Shares of £1 each ("Preference Shares", and with the Ordinary Shares, the "Shares"),to £301.06, divided into
 - (c) 19,292,084,101 Ordinary shares of 0 00000096 pence each; and
 - (d) 120,686,900 Preference shares of 0 000096 pence each,and that such reduction be effected by reducing paid-up capital as to:
 - (e) 0.99999904 pence on each Ordinary Share; and
 - (f) 99 999904 pence on each Preference Share; and
- 2 the amount of credit arising upon the reduction of the nominal value of the Shares be applied in increasing the distributable profit and loss reserve of the Company

By order of the board



Secretary

Date: 14 September 2012



**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT
2006**

- 1 Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions
- 2 The circulation date of the written resolutions is 14 September 2012 (the "Circulation Date")
- 3 The procedure for signifying agreement by an eligible member to written resolutions is as follows:
 - (A) A member signifies his agreement to proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member's agreement to written resolutions, once signified, may not be revoked.
 - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them
- 4 The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTIONS

We, being together all the eligible members of the Company:

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that they shall take effect as special resolutions as indicated.



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Infinis Investments Limited

Date 14 September 2012

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Infinis Holdings

Date 2012

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTIONS

We, being together all the eligible members of the Company:

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006, and
2. hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that they shall take effect as special resolutions as indicated.

.....
Infinis Investments Limited

Date 2012

X 
Infinis Holdings

Date 14/1/12 2012