

*Certified true copy of a Special Resolution
in writing passed on 17th August 2009*

Company Number 5337665

M. L. Brown
M. L. BROWN
SECRETARY

UNLIMITED PRIVATE COMPANY WITH SHARE CAPITAL

WRITTEN RESOLUTIONS

OF

BGS (PENTIAN GREEN) HOLDINGS (the "Company")

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

SPECIAL RESOLUTION

The directors of the Company propose that the following special resolution be passed:

THAT the Company be converted from an unlimited company with share capital to a company limited by shares having an authorised share capital of £30,000,000 divided into 30,000,000 shares of £1.00 each and that the memorandum of association of the Company be thereupon altered as follows:

- (a) so that it states that the Company name is BGS (Pentian Green) Holdings Limited;
- (b) by adding thereto the following additional clauses to be numbered 4 and 5 respectively:
 - 4. The liability of the members is limited.
 - 5. The Company's share capital is £30,000,000 divided into 30,000,000 shares of £1.00 each.
- (c) the regulations contained in the printed document submitted to this meeting be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles thereof.

