

Company No: 05360892

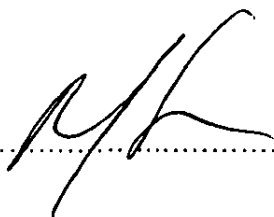
**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**COPY WRITTEN RESOLUTION**  
**of**  
**RED-M GROUP LIMITED**  
**("Company")**

**PASSED ON 10 DECEMBER 2008**

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolution was duly passed on 10<sup>th</sup> December 2008 as an ordinary resolution:

**ORDINARY RESOLUTION**

1. **That**, for the purposes of section 175 of the Companies Act 2006, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under that section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, provided that authorisation of such a matter shall be effective only if:
  - 1.1 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director (together the "**Interested Directors**"); and
  - 1.2 the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted.

  
.....  
Director

Date: 10/12/ 2008

