

Company Number. 05376013

A PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

-OF-

HOTBED GROUP LIMITED ("THE COMPANY")

At an Annual General Meeting (the "AGM") of the Company duly convened and held on the 28th September 2010 at 5 00 pm the Resolutions 1 and 2 were duly passed as Ordinary Resolutions and Resolution 3 was duly passed as a Special Resolution -

ORDINARY BUSINESS

ORDINARY RESOLUTIONS

- 1 THAT BDO LLP be appointed as auditors of the Company in place of the retiring auditors, Grant Thornton LLP, to hold office with effect from 27th May 2010 until the conclusion of the next AGM before which accounts are laid and that the directors be authorised to fix their remuneration
- 2 That, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £100,000 ordinary shares of £1 00 each and £10,000,000 preference shares of £1 00 each (being inclusive of all issued shares as at the date this resolution is passed), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act

SPECIAL BUSINESS

SPECIAL RESOLUTION

- 3 THAT, pursuant to article 7 8 of the Articles of Association (the "Articles"), the renewal and retention of powers of the Directors contained in articles 7 6 and 7 7 of the Articles from the date of the 2010 AGM to the date of the next following AGM of the Company be renewed

DATED 28th September 2010



HELEN COX

Company Secretary

TUESDAY



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COMPANIES HOUSE