

Company Number 05613060

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

MAREX GROUP LIMITED

(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the members entitled to attend and vote at any general meeting of the Company in respect of the resolution set out below, HEREBY AGREE that the following resolution be passed as a special resolution of the Company

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by the cancellation of cancel 136,281 Non-Voting Ordinary Shares of £0 0001 each held by Charles Lesser and 100,730 Non-Voting Ordinary Shares of £0 0001 each held by James Hearn and the resulting amounts realised be transferred to the Company's distributable reserves

Please read the notes at the end of this document before signifying your agreement to the special resolution.

W. Lamer

duly authorised for and on behalf of
Amphitryon Limited

Date 24-June 2010

duly authorised for and on behalf of
Marathon Special Opportunity Master Fund Ltd

Date 2010



LD5 29/06/2010 103
COMPANIES HOUSE

Company Number 05613060

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

MAREX GROUP LIMITED

(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the members entitled to attend and vote at any general meeting of the Company in respect of the resolution set out below, HEREBY AGREE that the following resolution be passed as a special resolution of the Company

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by the cancellation of cancel 136,281 Non-Voting Ordinary Shares of £0 0001 each held by Charles Lesser and 100,730 Non-Voting Ordinary Shares of £0 0001 each held by James Hearn and the resulting amounts realised be transferred to the Company's distributable reserves

Please read the notes at the end of this document before signifying your agreement to the special resolution.

duly authorised for and on behalf of
Amphitryon Limited

Date 2010



duly authorised for and on behalf of
Marathon Special Opportunity Master Fund Ltd

Date June 24 2010

NOTES

- 1 If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By hand** delivering the signed copy to Nigel Edwards at Level One, 155 Bishopsgate, London EC2M 3TQ
- **Post** returning the signed copy by post to Nigel Edwards at Level One, 155 Bishopsgate, London EC2M 3TQ
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to nedwards@marexfinancial.com Please enter "written resolutions dated 21st June 2010" in the mail subject box

If you do not agree to any of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

However, once you have indicated your agreement to the resolutions, you may not revoke your agreement

- 2 The circulation date of the written resolutions is 21st June 2010 (the "**Circulation Date**")
- 3 Eligible members are the members who would have been entitled to vote on the resolutions on the Circulation Date of the written resolutions
- 4 The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (section 297 Companies Act 2006) Therefore unless, by 18th July 2010, sufficient agreement has been received for a resolution to pass, it will lapse If you agree to the resolutions, please ensure that your agreement reaches us before or on this date
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 7 A written resolution is passed when the required majority of eligible members have signified their agreement to it