## SYNESIS PENSIONS LIMITED Company number 5692478

(the Company)

#### SHAREHOLDERS' WRITTEN SPECIAL RESOLUTION

In accordance with section 288 of the Companies Act 2006, WE, being all the shareholders of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, DECLARE that the following special resolution shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE:

THAT the articles of association of the Company be altered as follows:

- (a) by deleting the present articles 14, 15, 16 and 17 and replacing them with the following new article 14:
  - "All amounts or assets distributed or otherwise or returned by the Company to the holders of Ordinary Shares (including a winding-up after the remaining debts and liabilities of the Company have been met) (each a *Relevant Amount*) shall be shared and apportioned amongst such holders so that they receive the amounts provided in respect of each such holder in Appendix B"; and
- (b) by inserting the attached Appendix after Appendix A as a new Appendix B.

This Shareholders' Written Resolution is circulated to the shareholders for approval on 17 November 2008.

Director

Synesis Pensions Limited

\*LECCZ50R\* LD3 21/11/2008 71 COMPANIES HOUSE Date: 17/11/2008 Date: 17/11/2008 Robert Peter Sewell David Newbigging Gavin Henry Ellis Hill Date:....

The foregoing Special Resolution is hereby agreed by the shareholders of the

Company:

| 7/21/dsm  |
|---|
| As duly authorised Attorney for and on behalf of:                     |
| Appleby Trust (Jersey) Limited as Trustee                             |
| of the Synesis Pensions Employee Benefit Trust                        |
| Date: 17/11/2008  |
|   |
| As duly authorised Attorney for and on behalf of: Robin John Houghton |
| Date: 17/11/2008  |
|   |
| As duly authorised Attorney for and on behalf of:  Joseph Lih Chyn Lu |
| Date: 17/11/2008  |
| As duly authorised Attorney for and on behalf of:                     |
| Hannah Pui Han Cheng  |
| Date: 17/11/2008  |
| As duly authorised Attorney for and on behalf of:                     |
| Nicolas Rodriguez   |
| Date: 17  11   2008   |

| As duly authorised Attorney for and on behalf of                             |
|--|
| Mitul Magudia  |
| Date: 17/11/2008   |
| As duly authorised Attorney for and on behalf of Daniel Christopher Harrison |
| Date: 17/11/2008   |
| As duly authorised Attorney for and on behalf of                             |
| Matthew Izaac Ashton-Smith   |
| Date: 17/11/2008   |

### APPENDIX B

Firstly there shall be paid to the shareholders listed below the amounts set against their names:

|                  | £      |
|------------------|--------|
| Isabel Hudson    | 75,000 |
| David Newbigging | 11,400 |
| Jay Shah         | 37,500 |

Thereafter the balance of the assets of the Company available for distribution shall be shared amongst the shareholders named below in the following proportions:

| Appleby Trust     | 0%          |
|-------------------|-------------|
| Matt Ashton Smith | 3.09%       |
| Hannah Cheng      | 6.26%       |
| Daniel Harrison   | 13.58%      |
| Gavin Hill        | 18.45%      |
| Robin Houghton    | 13.58%      |
| Isabel Hudson     | 23.99%      |
| Joseph Lu         | 0%          |
| Mitul Magudia     | 4.06%       |
| David Newbigging  | 0%          |
| Nicolas Rodriguez | 0%          |
| Rob Sewell        | 10.42%      |
| Jay Shah          | 4.61%       |
| Veronika Yhap     | 1.96%       |
|                   | <u>100%</u> |

 $\bigcirc\bigcirc\bigcirc$  II A

### SYNESIS PENSIONS LIMITED

(the Company)

# WRITTEN CLASS CONSENT RELATING TO THE VARIATION OF CLASS RIGHTS

In accordance with article 26 of the articles of association (as amended) of the Company, WE, being the holders of the entire issued share capital of the Company CONSENT to and sanction every variation, modification or abrogation of the rights, privileges and restrictions attaching to the shares of the Company held by us, pursuant to the adoption of the attached special resolution amending the articles of association.

| Isabel Hudson                      |  |
|------------------------------------|--|
| Date: 17/11/08                     |  |
|                                    |  |
| Jayant Shah  17/11/08              |  |
| M Seu                              |  |
| Robert Peter Sewell  Date: 17/11/6 |  |
| Juno 49                            |  |
| David Newbigging                   |  |

| Date: 17 - November 2008  |
|---|
| Gavin Henry Ellis Hill  Date: 17 (11 2008)                          |
| umbas-  |
| As duly authorised Attorney for and on behalf of:                   |
| Appleby Trust (Jersey) Limited as Trustee                           |
| of the Synesis Pensions Employee Benefit Trust  Date: 17 Anula 2008 |
| As duly authorised Attorney for and on behalf of:                   |
| Robin John Houghton   |
| Date: 17 Nobenter 2008  |
| As duly authorised Attorney for and on behalf of:                   |
| Joseph Lih Chyn Lu  |
| Date: 17: Norten 2068   |

Page 2

| As duly authorised Attorney for and on behalf of:  Hannah Pui Han Cheng  Date: 17 Notuge 2008       |
|---|
| As duly authorised Attorney for and on behalf of:  Nicolas Rodriguez                                |
| Date: 17 Novel 2008  As duly authorised Attorney for and on behalf of:                              |
| Mitul Magudia  Date: 17 Nortuber 2008   |
| As duly authorised Attorney for and on behalf of:  Daniel Christopher Harrison  Date: 17 North 2008 |
| und 39-7  |
| As duly authorised Attorney for and on behalf of:   |
| Matthew Izaac Ashton-Smith  Date: 17 Novel 2008   |