

WRITTEN RESOLUTIONS

OF

INFINIS OPERATIONS 1 (the "Company")

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

SPECIAL RESOLUTION

- 1 That the Company be wound up voluntarily

ORDINARY RESOLUTIONS

- 2 That Brian Green and Mark Granville Firmin of KPMG LLP, 8 Princes Parade, Liverpool, L3 1QH, United Kingdom, be and are hereby appointed joint liquidators for the purpose of such winding up and that any power conferred on them by the Company, or by law, be exercisable by them jointly, or by either of them alone
- 3 That the joint liquidators' remuneration be fixed at the rates set out in the engagement letter sent by KPMG LLP to the directors of Infinis Capital Limited on 16 February 2011 and by reference to the time properly given by the joint liquidators and their staff in attending to matters arising in the winding up of the Company

SPECIAL RESOLUTIONS

- 4 That the joint liquidators be and are hereby authorised to make distributions in specie, as and when determined by the joint liquidators, of the assets of the Company during the administration of the winding up
- 5 That the joint liquidators be and are hereby authorised to exercise any of the powers to make compromises as contained in paragraphs 2 and 3 of Part 1 of Schedule 4 of the Insolvency Act 1986

By order of the board



07 November 2011

Director

Date



**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT
2006**

- 1 Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions
- 2 The circulation date of the written resolutions is 7 November, 2011 (the "**Circulation Date**")
- 3 The procedure for signifying agreement by an eligible member to written resolutions is as follows
 - (A) A member signifies his agreement to proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions
 - (B) The document must be sent to the company in hard copy form or in electronic form
 - (C) A member's agreement to written resolutions, once signified, may not be revoked
 - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them
- 4 The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)