

Company Number 5786074

*The Companies Act 2006*

*Private Company Limited by Shares*

*Special Resolution in Writing of the Single Shareholder of*

**RAGDOLL WORLDWIDE LIMITED**

Passed on 31 March 2010

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I, being a director of the Company, hereby certify that the subjoined resolution has been passed by all the shareholders who have the right to attend and vote at general meetings of the Company as a special resolution

THAT the capital of the Company be reduced by transferring £11,593,884 from share premium account to profit and loss account

I certify that the above is a true copy of the resolution



Director



## **RAGDOLL WORLDWIDE LIMITED**

Resolution in Writing of the Sole Shareholder  
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006

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### **Capital Reduction**

It was RESOLVED, as a special resolution, that the capital of the Company be reduced by transferring £11,593,884 from share premium account to profit and loss account

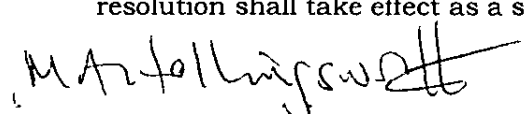
### **Information required to accompany the above resolution pursuant to Section 291(4) of the Companies Act 2006**

- 1 Eligible members are the members who would have been entitled to vote on the resolution(s) on the circulation of a written resolution
- 2 The circulation date of the written resolution is 31st March 2010
- 3 The procedure for signifying agreement by an eligible member to the written resolution is as follows
  - (A) A member signifies his/her agreement to a proposed written resolution when the company receives from him/her (or someone acting on his/her behalf an authenticated document –
    - (i) identifying the resolution to which it relates, and
    - (ii) indicating his/her agreement to the resolution
  - (B) The document must be sent to the company in hard copy form or in electronic form
  - (C) A member's agreement to a written resolution, once signified, may not be revoked
  - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date

### **Agreement by Eligible Member**

We, the undersigned, being the sole shareholder

- (i) confirm that we have received a copy of the above resolution in accordance with the Companies Act 2006 and that we have received a copy of the solvency statement required to be provided to us under Section 642(2) of the Companies Act 2006, and
- (ii) hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution

  
For and on behalf of Ragdoll Worldwide  
Holdings Limited

31st March 2010  
Date