

Company number 05883325

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WATERCARRIER (MAN) LIMITED

(the "Company")

THURSDAY



Date *23rd March 2010*

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") the directors propose that resolution 1 below is passed as an ordinary resolution (the "Ordinary Resolution") and resolution 2 below is passed as a special resolution (the "Special Resolution")

**ORDINARY RESOLUTION**

- 1 THAT, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot A1 Redeemable Preference Shares in the Company up to an aggregate nominal amount of £500,000 00, A2 Redeemable Preference Shares in the Company up to an aggregate nominal amount of £50 00 and Ordinary Shares in the Company up to an aggregate nominal amount of £500,000 00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 22<sup>nd</sup> March 2015 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares 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 Companies Act 2006

**SPECIAL RESOLUTION**

- 2 THAT, subject to the passing of the resolution (1) and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution (1), as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall
  - (a) be limited to the allotment of A1 Redeemable Preference Shares up to an aggregate nominal amount of £500,000 00, A2 Redeemable Preference Shares in the Company up to an aggregate nominal amount of £50 00 and Ordinary Shares up to an aggregate nominal amount of £500,000 00, and
  - (b) Expire on 22<sup>nd</sup> March 2015 (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before

such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

In accordance with section 291 of the Act



Director

### AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and Special Resolution (together the "Resolutions")

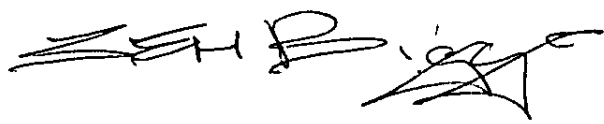
The undersigned, being members of the Company entitled as at 25 March 2010 to vote on the above Resolutions, hereby irrevocably agree to the Ordinary Resolution and Special Resolution

91

Signed by Neil Biggs



Signed by Shirley Biggs



Date 25 3 2010

25 March 2010

## NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions
- 2 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it either by hand or by post to 72 New Cavendish Street, London W1G 8AU, marked for the attention of Michael John Ernest Frye You may not return the Resolution to the Company by any other method  
If you do not agree to all of the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 In accordance with sections 282(1) and 282(2) of the Act, an ordinary resolution of the members of a company means a resolution that is passed by simple majority A written resolution which is an ordinary resolution is therefore passed by a simple majority if it is passed by members representing a simple majority of the total voting rights of eligible members
- 4 Pursuant to note 3, the Ordinary Resolution will be passed if, and on the date when, duly signed agreements (in the form set out above) are received by the Company (in accordance with note 2 above) from such member(s) as represent a simple majority of the total voting rights of eligible members
- 5 In accordance with sections 283(1) and 283(2) of the Act, a special resolution of the members of a company means a resolution that is passed by a majority of not less than 75% A written resolution which is a special resolution is therefore passed by a majority of not less than 75% if it is passed by members representing a majority of not less than 75% of the total voting rights of eligible members
- 6 Pursuant to note 5, the Special Resolution will be passed if, and on the date when, duly signed agreement(s) (in the form set out above) are received by the Company (in accordance with note 2 above) from such member(s) as represent a majority of not less than 75% of the total voting rights of eligible members
- 7 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 8 Unless, by the date being 28 days from the date of this Resolution as set out above, sufficient agreement has been received for the Resolutions to pass, it will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date

- 9 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.
- 10 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.

Company number 05883325

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION**

of

**WATERCARRIER (MAN) LIMITED**

(the "Company")

TH

A29

\*ANOS01SB\*  
01/04/2010  
COMPANIES HOUSE

78

Date

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") the directors propose that resolution 1 below is passed as an ordinary resolution (the "Ordinary Resolution") and resolution 2 below is passed as a special resolution (the "Special Resolution")

**ORDINARY RESOLUTION**


- 1 THAT, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot A1 Redeemable Preference Shares in the Company up to an aggregate nominal amount of £500,000 00, A2 Redeemable Preference Shares in the Company up to an aggregate nominal amount of £50 00 and Ordinary Shares in the Company up to an aggregate nominal amount of £500,000 00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 22<sup>nd</sup> March 2015 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares 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 Companies Act 2006

**SPECIAL RESOLUTION**

- 2 THAT, subject to the passing of the resolution (1) and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution (1), as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall
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- (b) Expire on 22<sup>nd</sup> March 2015 (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

In accordance with section 291 of the Act



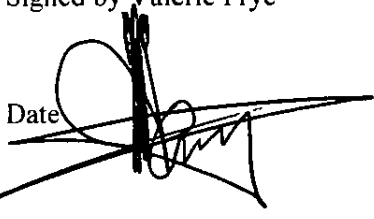
Director

#### AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and Special Resolution (together the "Resolutions")

The undersigned, being a member of the Company entitled as at 2010 to vote on the above Resolutions, hereby irrevocably agrees to the Ordinary Resolution and Special Resolution

Signed by Valerie Frye

Date 

23 / 3 / 2010

## NOTES

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PRIVATE COMPANY LIMITED BY SHARES

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of

**WATERCARRIER (MAN) LIMITED**

(the "Company")

A29

"ANOSNISA"  
01/04/2010  
COMPANIES HOUSE

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Date *23rd March 2010*

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In accordance with section 291 of the Act

  
Director

#### **AGREEMENT**

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The undersigned, being a member of the Company entitled as at 23/03 2010 to vote on the above Resolutions, hereby irrevocably agrees to the Ordinary Resolution and Special Resolution

Signed by Michael John Ernest Frye



Date

23/03/10

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