

Company No. 05883546

**The Companies Acts 1985 and 1989
COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTION

of

RHYS DAVIES HOLDINGS LIMITED

Pursuant to Regulation 53 of Table A as incorporated into the Articles of Association of the Company, I, the undersigned, being the sole member of the Company entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVE** to pass the following resolutions as ordinary and special resolutions:-

Ordinary resolutions

1. **THAT** the authorised share capital of the Company be increased from £100 to £50,000 by the creation of 49,900 ordinary shares of £1.00 each ranking pari passu in all respects with the existing ordinary shares of £1.00 each in the capital of the Company.
2. **THAT** the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (1985 Act) to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £50,000 provided that this authority is for a period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.

Special resolutions

3. **THAT** subject to the passing of resolution 5 above the directors be empowered pursuant to section 95 of the 1985 Act to allot equity securities (within the meaning of section 94(2) of the Act) wholly for cash pursuant to the authority conferred by resolution 5 above as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £50,000 and shall expire five years from the date of this resolution, 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.

Name

Signature

Date

Gwyn Davies

....Gwyn Davies....

17/08/06

