

Company Number **5932772**

THE COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

RESOLUTION OF A&S JIVE LIMITED

DATED 1st DECEMBER 2006

Pursuant to Article 53 of Table A of the Companies Act, 1985 which is by reference incorporated in the Articles of Association of the above named Company We the undersigned being all the Members of the above named Company for the time being entitled to receive notice of and to attend and vote at General meetings HEREBY RESOLVE that the Resolution set out below be passed as if it had been passed at a General Meeting of the Company duly convened and held -

RESOLUTION

From the date of this Resolution of the 901 unissued ordinary shares of £1 00 each in the Company, 50 of such shares shall be designated "B" shares, 50 of such shares shall be designated "C" shares, 50 of such shares shall be designated "D" shares and 50 of such shares shall be designated "E" shares and the remainder of such unissued shares and the 99 issued shares be designated "A" shares

AND THAT -

- 1 The "A" shares shall confer the same rights in all respects as the existing ordinary shares in the Company ,
- 2 The "B", "C", "D" and "E" shares shall confer no right on the holders thereof to receive notice of or attend or vote at any general meeting of the Company except where it is proposed at that meeting to consider a resolution which, if passed, would have the effect of altering the rights conferred on the holders of the "B", "C", "D" and "E" shareholders respectively in which case the affected class or classes of shares shall confer the same right to receive notice of that meeting, attend and vote as the "A" shares,
- 3 The "B", "C", "D" and "E" shares shall confer the right on a return of capital on liquidation or otherwise to rank in priority to the holders of the "A" shares to be repaid an amount per share up to but not exceeding the nominal amount of capital paid on such "B", "C", "D" and "E" shares,
- 4 The Company shall be at liberty to declare a dividend in respect of one of more class of shares and not other classes of shares and on the declaration of any dividend the class of shares on which that dividend is to be paid shall be stipulated by the Company
- 5 From the date of this special resolution the new Memorandum and Articles of Association detailing the rights of the "A" shares and "B", "C", "D" and "E" shares be adopted

SIGNED


A-M Cook

WEDNESDAY



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COMPANIES HOUSE