Company Number: 6055242

SATURDAY



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**THE COMPANIES ACT 1985** 

**COMPANY LIMITED BY SHARES** 

WRITTEN RESOLUTION

of

**CASTLEGATE 462 LIMITED** 

Pursuant to Section 381A of the Companies Act 1985

DATED 5 JULY 2007

I, the undersigned sole member of the Company hereby approve the passing of the following as written resolutions under section 381A Companies Act 1985

## **RESOLUTIONS**

## **ORDINARY RESOLUTION**

1 That the authorised share capital of the Company is increased from £5,200,002 to £5,500,002 by the creation of 300,000 new preference shares of £1 each.

## SPECIAL RESOLUTIONS

- That the directors are generally and unconditionally authorised under section 80 of the Companies Act 1985 (the "Act"), to exercise all the powers of the Company to allot shares and the rights to shares defined in section 80 of the Act as "relevant securities", with the following limitations:
  - 2.1 the maximum amount of relevant securities which may be allotted under this authority is the amount of the Company's authorised but unissued share capital at the date of this resolution and the authority granted by this resolution overrides any authority to allot relevant securities previously granted to the directors; and

- 2.2 this authority shall expire on 28 March 2012 except that the directors can, before that date, make an offer or agreement which will or might require relevant securities to be allotted after that date.
- 2.3 That in accordance with section 95 of the Act the directors be authorised to allot equity securities as that term is defined in section 94(1) of the Act in accordance with the authority given to them by the preceding paragraph of this resolution as if section 89(1) of the Act did not apply and the directors can make an offer or agreement which will or might require equity securities to be allotted after the expiry of the authority given by this resolution.

| Name of shareholder                | <u>Signature</u>                        | <u>Date</u> |
|------------------------------------|---|-------------|
| Graham Dunn                        | - Jan                                   |             |
| Mark Walker                        | $\bigoplus$                             |             |
| Graham Barry                       | G B0-1                                  |             |
| Simon Esdale                       |   |             |
| Tim Collins                        | im a                                    |             |
| Advantage Capital<br>Partners 1 LP |   |             |
| Advantage Capital<br>Partners 2 LP | •••••••                                 |             |
| Robert Adair Investment<br>Plan    | ••••••••••••••••••••••••••••••••••••••• |             |
|                                    | 400002200200000000000000000000000000000 |             |

- 2 2 this authority shall expire on 28 March 2012 except that the directors can, before that date, make an offer or agreement which will or might require relevant securities to be allotted after that date
- 2.3 That in accordance with section 95 of the Act the directors be authorised to allot equity securities as that term is defined in section 94(1) of the Act in accordance with the authority given to them by the preceding paragraph of this resolution as if section 89(1) of the Act did not apply and the directors can make an offer or agreement which will or might require equity securities to be allotted after the expiry of the authority given by this resolution.

| Name of shareholder                | Signaturo        | Data        |
|------------------------------------|------------------|-------------|
| Marile of Shareholder              | <u>Signature</u> | <u>Date</u> |
| Graham Dunn                        |                  |             |
|                                    |                  |             |
| Mark Walker                        |                  |             |
| Graham Barry                       |                  |             |
| Simon Esdale                       |                  |             |
|                                    |                  |             |
| Tim Collins                        |                  |             |
|                                    | ,                |             |
| Advantage Capital<br>Partners 1 LP |                  |             |
| Advantage Capital<br>Partners 2 LP |                  |             |
| Robert Adaır Investment<br>Plan    | - The            |             |

Martin Bodenham

**Trevor Jones**