
BUTTERS GROUP LIMITED
Company Number 06055242

(the "Company")

Written Resolutions

SATURDAY



RZBMT2P7

RM

30/08/2008

152

COMPANIES HOUSE

THE COMPANIES ACT 2006
RESOLUTIONS IN WRITING OF BUTTERS GROUP LIMITED
(Company No. 06055242)
(the "Company")

Circulated to members on the

2008 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**Act**"), the directors of the Company propose that

- 1 resolutions 1 and 2 below are passed as ordinary resolutions ("**Ordinary Resolutions**"), and
 - 2 resolution 3 is passed as a special resolution ("**Special Resolution**"),
- (the Ordinary Resolutions and the Special Resolution hereinafter together referred to as the "**Resolutions**")

ORDINARY RESOLUTIONS

- 3 That the authorised share capital of the Company be and is hereby increased from £7,200,002 comprising of 24,000 ordinary shares of £1 each, 76,000 A ordinary shares of £1 each, 7,100,000 preference shares of £1 each and 2 deferred shares of £1 each to £7,350,002 by the creation of 520 ordinary shares of £1 each and 149,480 A ordinary shares of £1 each having the rights set out in the articles of association of the Company
- 4 That the directors be and are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Companies Act 1985) provided that
 - (i) the maximum amount of relevant securities which may be allotted under this authority is the amount of the Company's authorised but un-issued share capital at the date of this resolution, and
 - (ii) such authority shall expire on the day immediately preceding the fifth anniversary of the passing of this resolution save that 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 as if the authority conferred had not expired, and
 - (ii) such authority shall be in substitution for and shall replace all existing authorities pursuant to the said Section 80 which existing authorities are accordingly revoked

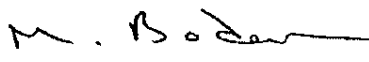
SPECIAL RESOLUTION

- 5 That the directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94(2) of the Companies Act 1985) pursuant to the authority conferred by resolution 2 above as if Section 89(1) of the Companies Act 1985 did not apply

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

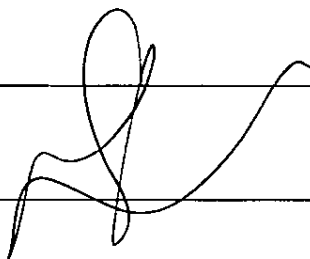

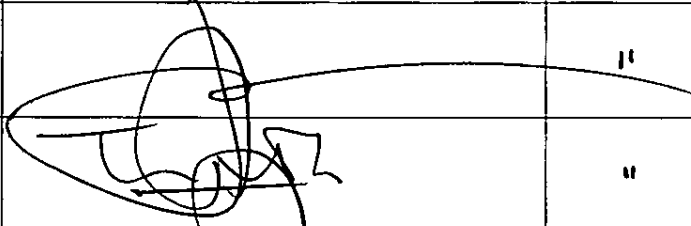
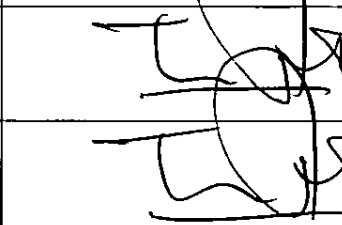
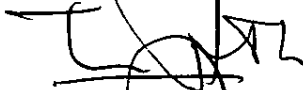

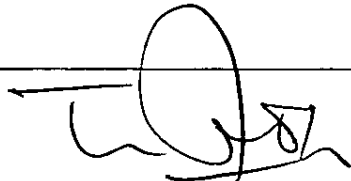
The undersigned, a person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

Name	Signature	Date
Graham Barry		
Paul Davies		
Simon Esdale		
Graham Dunn		
John Paul Miller		
Christopher Miller		
Jeffrey Hooper		
Robert Adair		
Advantage Capital Partners 1 LP		
Advantage Capital Partners 2 LP		
Martin Bodenham		21/08/08
Trevor Jones		

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, a person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

Name	Signature	Date
Graham Barry		
Paul Davies		
Simon Esdale		21/8/08
Graham Dunn		
Christopher Miller		"
Jeffrey Hooper		"
Robert Adair		"
Advantage Capital Partners 1 LP		"
Advantage Capital Partners 2 LP		"
Martin Bodenham		
Trevor Jones		"

Notes

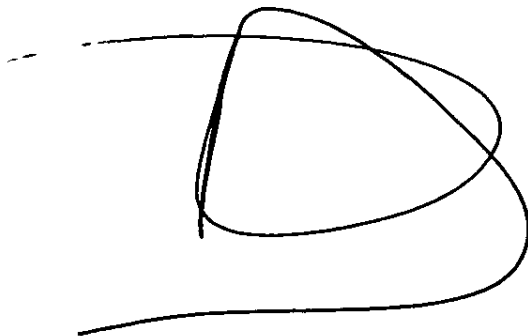
- 1 If you wish to vote in favour of the Resolutions please do so by signing and dating this document where indicated and return it to the Company using one of the following methods
 - 1 1 **By Hand** delivering the signed copy to Chris Miller, Fulney Farm, Kellett Gate, Spalding, Lincolnshire PE12 6EH, or
 - 1 2 **Post** returning the signed copy by post to Chris Miller, Fulney Farm, Kellett Gate, Spalding, Lincolnshire PE12 6EH
- If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
 - 3 Where, by 2008, insufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
 - 4 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
 - 5 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

ATTESTATION

The undersigned, associated notary public Anton Van Bael, herewith confirms that on the 28th of September 2007 he passed the deed of BRASS HOUSE INVESTMENTS LIMITED, whereby among others, the name was changed in BRASS HOUSE INVESTMENTS, the social seat of the company was transferred to Belgium, 2100 Antwerp – Deurne, Jan Welterslaan 13, the directors resigned and were replaced by two Belgian companies, the BVBA S D & D (RPR Antwerpen 0455 983 637) and NV K T I (RPR Brussel 0422 625 139)

The company was represented by its only shareholder BIGOTE SA, with social seat in Panama 5 Plaza Bancomer Building, 50th Street, 16th floor

Antwerp, August 25th 2008

A large, stylized handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke at the bottom.