

Company No. 6226803

**THE COMPANIES ACT 1985 AND 1989 (AS AMENDED)**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS  
OF THE SOLE SHAREHOLDER**

of

**MALTBY LIMITED  
(the "Company")**

TUESDAY



A53 \*A45NKPYD\* 29/05/2007 663  
COMPANIES HOUSE

The undersigned, being the sole member of the Company who as at the date of these resolutions has the right to attend and vote at an Extraordinary General Meeting of the Company, resolves, pursuant to Regulation 53 of Companies (Tables A to F) Regulations 1985 (as amended) (as incorporated in the Company's Articles of Association) as follows and agrees that the following resolutions shall, for all purposes, be as valid and effective as if they had been passed as ordinary and special resolutions at an Extraordinary General Meeting of the Company duly convened and held

**RESOLUTIONS**

- 1 **THAT** the articles of association of the Company be amended by inserting a new Article 9A stating


**"Lien**

9A Any lien on any shares (whether part or fully paid) which the Company has shall not apply in respect of any shares that have been charged by way of security to a bank or financial institution, a subsidiary or subsidiary undertaking of that bank or financial institution, or the nominee of any such chargee (a "**Secured Party**") and Regulation 8 of Table A shall be modified accordingly "

- 2 **THAT** the articles of association of the Company be amended by deleting the existing Article 10 and substituting the following as Article 10

"The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share, save that the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such a transfer is made in respect of any shares that have been charged by way of security to any Secured Party and the Directors shall immediately register any such transfer of shares upon receipt and furthermore, notwithstanding anything to the contrary in these articles, no shares in the Company to be transferred or proposed to be transferred to a Secured Party, or as a Secured Party shall direct, shall be required to be offered to the shareholders for the

time being of the Company and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them for valuable consideration or otherwise ”

  
For and ~~on~~ behalf of  
**MALBY INVESTMENTS LIMITED**

Dated 21 May 2007