

767495
Company No 6248734



THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WG&M SHELF COMPANY 129 LIMITED
(the "Company")



We, the undersigned, being the sole member of the Company who at the date of this resolution has the right to attend and vote at an Extraordinary General Meeting of the Company, resolve, in accordance with Regulation 53 of Companies (Tables A to F) Regulations 1985 (as amended) as incorporated in the Company's Articles of Association as follows and agree that the following resolution (to have effect as a special resolution) shall for all purposes be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held

- 1 **THAT** the name of the Company is changed to **Equiniti MPP Limited**; (*processed separately*)
- 2 **THAT** the articles of association of the Company be amended by inserting a new Article 8A stating

"LIEN

8A 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 "

- 3 **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 ”

.....Amelcan.....

For and on behalf of
WG&M Secretaries Limited

Dated 13 July 2007