

**THE COMPANIES ACT 2006**  
**A PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**HDD WESTOE LIMITED**  
**("the Company")**

TUESDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution

**SPECIAL RESOLUTION**

That -

- 1 500 of the authorised but unissued Ordinary Shares of £1 each in the capital of the Company be and are hereby designated as B Shares of £1 each carrying the rights and subject to the restrictions set out in paragraph 3 below
- 2 all remaining Ordinary Shares (whether issued or otherwise) will be referred to as A Shares and will continue to have the rights and be subject to the restrictions specified in the Articles of Association which previously applied to the Ordinary Shares
- 3
  - 3 1 the B Shares shall not confer on the holder(s) of such Shares any right to receive notice of, attend, be counted in the quorum of or vote at any meeting of Shareholders, save in relation to any resolution proposed for the amendment of the rights attaching to the B Shares and in relation to which the consent of the B Shareholders (as a class) shall be required in accordance with the provisions of the Companies Act 2006
  - 3 2 the B Shares shall confer on the holder(s) of such Shares the right to receive such dividends as the Company may declare in respect of the B Shares from time to time
  - 3 3 on a return of assets on liquidation or otherwise, the assets of the Company available for distribution among the members shall be applied first in paying to the A and B Shareholders a sum equal to the nominal amount of each Share held by them and secondly the balance of such assets (if any) shall be distributed amongst those Shareholders holding A Shares, pro rata (as nearly as may be) according to the nominal amounts paid up or credited as paid up on the A Shares held by them respectively
4. the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot
  - 4 1 A Shares in the capital of the Company up to a maximum nominal amount of £499 (in addition to the 1 A Share of £1 which has already been issued to Fiducia Investments Limited), and
  - 4 2 B Shares in the capital of the Company up to a maximum nominal amount of £500

at any time or times during the period of one year from the date of the passing of this resolution on which date this authority shall expire and this authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require such shares to be allotted after the expiry of the authority
- 5 the current members elect to waive any rights of pre-emption, whether under the Company's memorandum and articles or section 89 of the Companies Act 1985 in respect of the allotment of the B Shares

The undersigned, being all of the persons who are entitled to vote on the above resolution on the date of circulation of it, irrevocably vote in favour of it

Fiducia Investments Limited

DJ TL

Signature

12/03/08

Date