

HARE NEWCO LIMITED

(the Company)

(Company number 6539986)

WRITTEN RESOLUTION

(pursuant to section 288 Companies Act 2006)

CIRCULATION DATE 31 March 2011

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

SPECIAL RESOLUTION

"**THAT** the Company's articles of association adopted on 9 March 2010 be amended as follows by replacing Article 15 4 3 with the following new Article 15 4 3

15 4 3 If the Relevant Individual is an Intermediate Leaver, the price shall be determined as follows



Date of becoming an Intermediate Leaver	Proportion of Ordinary Shares to be treated as if Relevant Individual is a Good Leaver	Proportion of Ordinary Shares to be treated as if Relevant Individual is a Bad Leaver
Prior to the 31 March 2009 for any Relevant Individual who acquired the relevant Ordinary Shares prior to 31 March 2011, or if the Relevant Individual acquired the relevant Shares on or after 31 March 2011, then if prior to first anniversary of the date on which the Relevant Individual acquires the relevant Ordinary Shares	0%	100%
After the 31 March 2009 but prior to the 31 March 2010 for any Relevant Individual who acquired the relevant Ordinary Shares prior to 31 March 2011, or if the Relevant Individual acquired the relevant Shares on or after 31 March 2011, then if on or after the first anniversary of the date on which the Relevant Individual acquires Ordinary Shares but before the second anniversary of the date on which the Relevant Individual acquires the relevant Ordinary Shares	25%	75%
After the 31 March 2010 but prior to 31 March 2011 for any Relevant Individual who acquired the relevant Ordinary Shares prior to 31 March 2011, or if the Relevant Individual acquired the relevant Ordinary Shares on or after the 31 March 2011, then if on or after the second anniversary of the date on which the Relevant Individual acquires Ordinary Shares but before the third	50%	50%

anniversary of the date on which the Relevant Individual acquires the relevant Ordinary Shares		
After 31 March 2011 but prior to 31 March 2012 for any Relevant Individual who acquired the relevant Ordinary Shares prior to 31 March 2011, or if the Relevant Individual acquired the relevant Ordinary Shares on or after 31 March 2011, then if on or after the third anniversary of the date on which the Relevant Individual acquires the Ordinary Shares but before the fourth anniversary of the date on which the Relevant Individual acquires the relevant Ordinary Shares	75%	25%
After 31 March 2012 for any Relevant Individual who acquired the relevant Ordinary Shares prior to 31 March 2011, or if the Relevant Individual acquired the relevant Ordinary Shares on or after 31 March 2011, then if on or after the fourth anniversary of the date on which the Relevant Individual acquires the relevant Ordinary Shares	100%	0%

AGREEMENT

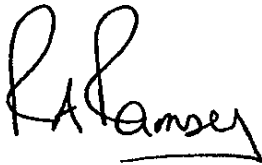
Please read the notes below before signifying your agreement to the written resolution

The undersigned, being persons entitled on the circulation date set out above to vote on the written resolution set out above hereby irrevocably agree to the written resolution

 31/3/11

Elysian Capital 1 LP

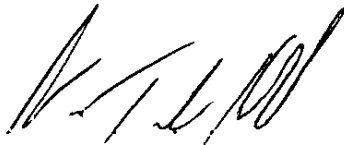
Date



The Hare Discretionary Trust

Date

31/3/11



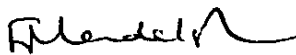
Nicholas Temple-Heald

Date

1/6/11

David Spruzen

Date



Fred Mendelsohn

Date

31/3/11



Doug Graham

Date

31/3/11

NOTES

If you agree to the written resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Speechly Bircham LLP, 6 New Street Square, London EC4A 3LX
- **Post** returning the signed copy by post to Speechly Bircham LLP, 6 New Street Square, London EC4A 3LX
- **Fax** faxing the signed copy to 020 7427 6600 marked for the attention of David Coates
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to david.coates@speechlys.com

If you do not agree to the written resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

Once you have indicated your agreement to the written resolution, you may not revoke your agreement

Your response is requested as soon as possible and, unless within 28 days of the Circulation Date specified on page 1, sufficient agreement has been received for the written resolution to pass, it will lapse. If you agree to the written resolution, please ensure that your agreement reaches us before or during this date

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