

HARJEN LIMITED

(company number 06606684)

Written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006

- The directors of the Company propose that resolutions 1 and 2 below are passed as a special resolution.

Special resolution

1. That, subject to the following resolution being passed, Clause 5 of the Company's Memorandum of Association be abrogated and replaced with the following new clause:


"5. The share capital of the Company is £1,000. This is divided into 50 Ordinary Shares of £1.00 each, 450 'A' Ordinary Shares of £1.00 each and 500 'B' Ordinary Shares of £1.00 each all carrying the rights and restrictions set out in the Company's articles of association.
2. That the Company's Articles of Association be amended by the insertion of the additional clauses overleaf.

Agreement

Please read the notes at the end of this document before signifying your agreement to the special resolutions.

The undersigned, being the person entitled to vote on the above resolutions on 23 December 2008, irrevocably agrees to the special resolutions:





Jenny Haycox

Date: 23/12/08

NOTES

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the company by hand or by post by delivering the signed copy to the company's registered address.
2. 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.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. If sufficient agreement has not been received for the resolutions to be passed by 28 days after the date of the resolutions, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
5. 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.
6. 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.

HARJEN
PROPOSED NEW ARTICLES

1 TRANSFER OF CONTROL

Transfer prohibited

- 1.1 No sale or transfer of the legal or beneficial interest in any shares in the Company may be made or validly registered without the prior written consent of the holder of the B Ordinary Shares of £1.00 each if, as a result of that sale or transfer and registration, a Controlling Interest would be obtained in the Company by a company in which one or more of the members of the Company (or persons acting in concert with them) has a Controlling interest.

For the purposes of this Article 1 "Controlling Interest" means any interest in shares in a company conferring in the aggregate more than 50% of the total voting rights.

- 1.2 Save for transfers permitted under Article 1.1, no sale or transfer of the legal or beneficial interest in any shares in the Company may be made or validly registered without the consent in writing of the holder of the B Ordinary Shares of £1.00 each if, as a result of that sale or transfer and registration, a Controlling Interest would be obtained in the Company by a person or persons who are not shareholders of the Company as at the date of adoption of these articles unless the proposed transferees or their nominees:
- (a) are independent third parties acting in good faith; and
 - (b) have offered to purchase all the B Ordinary Shares of £1.00 each at the Specified Price.

If any part of the Specified Price is not paid in cash then the holder of the B Ordinary Shares of £1.00 each may, at its option, elect to take a price per share of a cash sum agreed by it and the proposed transferee having regard to the transaction as a whole.

- 1.3 The "Specified Price" means the sum of:
- (a) £1,000 per share; less
 - (b) all the dividends paid on that share calculated down to the date of sale or transfer.

Interpretation of this article

- 1.4 In this article 1 only:

"**transfer**" and "**transferee**" shall include respectively the renunciation of a renounceable letter of allotment and the renounce under such a letter of allotment; and

"**shares**" includes bearer shares, warrants, depository receipts and any other security or instrument into which shares may be converted with a view to a sale.

Primacy of article

- 1.5 All other regulations of the Company relating to the transfer of shares and the rights to registration of transfers shall be read subject to this Article 1.

2 DIRECTORS

- 2.1 Each shareholder may from time to time:

- (a) appoint as a director of the Company any person as its appointee;
- (b) in the case of any person so appointed pursuant to Article 2.1(a) remove from office such person; and
- (c) appoint another person in his place,

in each case by giving notice in writing to the Company.

- 2.2 Any appointment, removal or termination under this Article 2 takes effect where applicable on the later of:

- (a) the date the notice was personally delivered to the Company's registered office or deemed given (if posted) under Regulation 115 of Table A;
- (b) the date (if any) specified in the notice.

- 2.3 On request by a shareholder, the Company shall also procure that its appointee be appointed a director to any subsidiary of the Company.

3 DIVIDENDS

Distribution of profits

- 3.1 The profits of the Company available for distribution shall be used to pay dividends in the following order of priority:

First in paying to the holders the B ordinary shares an aggregate dividend of £500,000 (the "**B Fixed Dividend**") as follows:

Amount:	£250 per share per annum
Accrual Date:	accruing from the date of subscription
Payment dates:	monthly on the last day of each calendar month, the first payment to be made on 31 December 2008 and the last payment to be made on 30 November 2012.

Second in paying to the holders of the A and B ordinary shares a dividend as follows:

Amount:	any amount that the directors may decide
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Accrual Date: dividends to not accrue on ordinary shares, Their payment depends on a recommendation by the directors and satisfaction of each of the conditions set out in article 3.2

Payment dates: at any time during the financial year immediately following the financial year to which it relates.

Restriction on dividends

- 3.2 No dividend shall be payable on the A ordinary shares and ordinary shares in respect of any financial year unless on the proposed payment date there are no arrears of any other dividends.

Remaining Profits

- 3.3 Once all dividends set out in article 3.1 have been paid, any remaining profits that the Company may decide to distribute shall be distributed amongst the holders of the A ordinary shares, B ordinary shares and ordinary shares (equally as if they were one class of share).
- 3.4 All dividends are expressed net and shall be paid in cash.
- 3.5 The B Fixed Dividend shall, to the extent the Company has on its payment date profits available for distribution, automatically be a debt due by the Company and shall be paid immediately on that date.
- 3.6 If any accrued B Fixed Dividend has not been paid because the Company has insufficient profits available for distribution on a payment date ("**Dividend Arrears**") arise:
- (a) the payment date for the Dividend Arrears shall be the last day of each month after the original payment date; and
 - (b) the Dividend Arrears shall, to the extent the Company has profits available for distribution on that day, automatically be a debt due by the Company and shall be paid immediately on that day.

Each amount due in respect of the B Fixed Dividend shall rank for payment in the chronological order of its respective original payment date.

- 3.7 Payment of the B Fixed Dividend (or any part of it) shall be made notwithstanding:
- (a) regulations 102 to 108 (inclusive) of Table A;
 - (b) any other provision of these Articles; and
 - (c) that there has not been a recommendation of the directors or a resolution of the Company in general meeting.

- 3.8 The Company shall procure that each of its subsidiaries which has profits available for distribution shall from time to time, and to the extent that it may lawfully do so, declare and pay to the Company the dividends necessary to permit lawful and prompt payment by the Company of the B Fixed Dividend.

4 RETURN OF CAPITAL

On return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority:

- 4.1 First in paying to the holders of the B ordinary shares £1,000 per share less any dividend paid on that share; and
- 4.2 The balance of the assets shall be distributed amongst the holders of the A ordinary shares and ordinary shares (equally as if they were one class of share) in proportion to the amounts paid up or credited as paid up on the A ordinary shares and ordinary shares held by them respectively.