

Company No 6654592

THE COMPANIES ACTS 1985 to 2006

Company Limited by Shares

RESOLUTION

of

Goalkeeper Investments Ltd (the "Company")

Certified True Copy

Henmett
for and on behalf of
JTC (UK) Limited
as Secretary

Passed on 19th February 2009

The following written resolutions of the Company were duly passed on 19th February 2009 in accordance with section 281(1)(a) of the Companies Act 2006.

ORDINARY RESOLUTION

THAT consent is given to the transfer of the shares in the Company held by Carlo Cudicini to the Company.

SPECIAL RESOLUTION

- 1 THAT the terms of the proposed contract (a copy of which has been supplied to each member of the Company), whereby the Company may become entitled and obliged to purchase from Carlo Cudicini 3,132,000 ordinary shares of £1 each in the capital of the Company, be and hereby are approved, and any director of the Company be and is hereby authorised to enter into the contract on behalf of the Company and to fulfil all obligations of the Company thereunder.
- 2 THAT subject to the passing of the ordinary resolution and resolution 1 above, the directors are hereby authorised to amend Article 3 (a) of the Articles of Association of the Company to reflect the change in the share capital of the Company.

Henmett

Director

