

Company No. 6872427

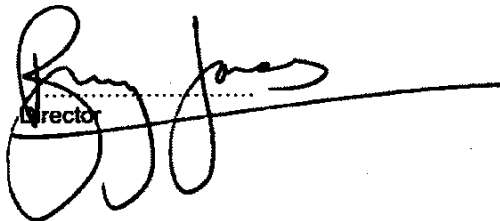
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF

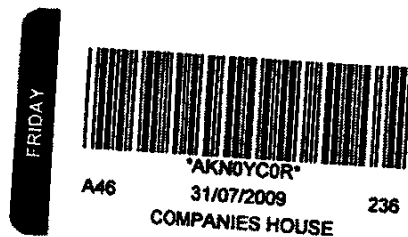
HOGARTH WORLDWIDE LIMITED ("COMPANY")

On 23 July 2009, the following ordinary resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006 (CA 2006):

ORDINARY RESOLUTIONS

- 1 That the two issued ordinary shares of £1 each be subdivided into 20 ordinary shares of £0.10 each.
- 2 That the 998 authorised but unissued ordinary shares of £1 each be subdivided into 9,980 ordinary shares of £0.10 each.
- 3 That the directors be authorised pursuant to section 80 of the Companies Act 1985 to allot up to 9,980 ordinary shares of £0.10 each in the Company, for the period expiring on the fifth anniversary of the passing of these Resolutions.


Director



No. 6872427

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

HOGARTH WORLDWIDE LIMITED

(Effective 23 July 2009)

The following resolutions were duly agreed to by the members of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 as special resolutions with effect from 23 July 2009.

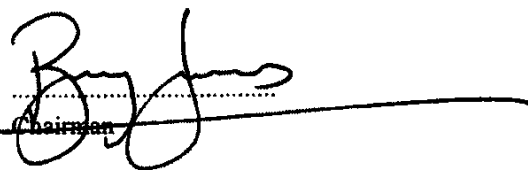
SPECIAL RESOLUTIONS

1. ADOPTION OF NEW ARTICLES OF ASSOCIATION

THAT, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document submitted to the members of the Company and for the purpose of identification initialled on behalf of each member, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

2. DISAPPLICATION OF PRE-EMPTION RIGHTS (UNDER SECTION 89 OF THE COMPANIES ACT 1985)

THAT in accordance with section 95 of the Companies Act 1985 the directors of the Company be and are hereby empowered to allot equity securities (as defined in section 80 of the Companies Act 1985) by that resolution up to a maximum nominal value of £1,000 as if sub-section (1) of section 89 of the Companies Act 1985 did not apply at any time or times.


Chairman

TS3/10160450/1/MGH/MGH

FRIDAY



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31/07/2009

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COMPANIES HOUSE