

THE COMPANIES ACTS 1985 AND 2006

WRITTEN MEMBER'S RESOLUTIONS

of

MCFL TRADING LIMITED

(the "Company")



In accordance with article 14 of the Company's articles of association, I, the undersigned, being the authorised representative of the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company hereby unanimously resolve that the following resolutions shall have effect as if they had been passed at a general meeting of the Company duly convened and held:

ORDINARY RESOLUTIONS

- 1 That the directors be generally and unconditionally authorised in accordance with section 550 of the Companies Act 2006 (the "Act") to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company.
- 2 That the memorandum of association of the Company be altered by the deletion of paragraph 5.

SPECIAL RESOLUTIONS

- 3 That Articles 5 of the articles of association of the Company be altered. So as to read as follows:

Subject to Section 80 of the Act, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89(1) and 90(1) to (6) inclusive of the Act shall not apply.

Subject to Section 80 of the Act, all unissued shares which are to be issued shall be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and a period (not being less than 14 days) within which the offer if not accepted will be deemed to be declined. After the expiration of this period, or if

earlier, on receipt of notice of non-acceptance, those shares so declined shall be offered to the members who have within the said period accepted all the shares offered to them in the proportion aforesaid in like terms in the same manner and limited by a like period as the original offer. The directors may in accordance with the provisions of this Article allot grant options over or otherwise dispose of such shares not accepted pursuant to such offers together with any shares not capable of being offered aforesaid except by way of fractions to such persons on such terms as they think fit provided that such shares shall not be disposed of on such terms which are more favourable to the subscribers therefore than the terms on which they were offered to the members.

Signed: 

Name:

For and on behalf of McFL Holdings Limited

Dated: 28.10.09