

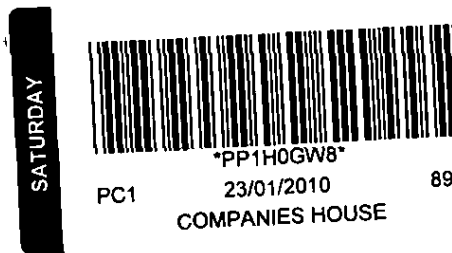
Company number: 7112004

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NAPCO 3 LIMITED ("Company")



Circulation Date: *29 December* 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Board of the Company proposes that resolution 1 below is passed as an ordinary resolution ("**Ordinary Resolution**") and resolutions 2, 3 and 4 are passed as special resolutions ("**Special Resolutions**") of the Company.

ORDINARY RESOLUTION

1. THAT the directors be and they are hereby specifically authorised for the purposes of section 551 of the Companies Act 2006 to exercise all powers of the Company to allot 549 A ordinary shares of £1 each in the capital of the Company and 450 B ordinary shares of £1 each in the capital of the Company to David Alan Halsall being the maximum amount of shares to be allotted pursuant to this authority (such shares having the rights set out in the Articles of Association referred to below) during the period of five years from the date on which this resolution is passed, at the end of which period such authority will expire unless previously varied or revoked by the Company in a general meeting.

SPECIAL RESOLUTIONS

2. THAT the directors be and are authorised pursuant to section 571 Companies Act 2006 and for the purposes of the Company's existing articles of association to allot equity securities (within the meaning of section 560(1) of the Companies Act 2006) pursuant to the authority conferred upon them under resolution 1 above as if section 561 of the Companies Act 2006 and article 22.2 of the Company's existing articles of association did not apply to any such allotment provided that this power shall be limited to the allotment of the equity securities referred to in

resolution 1 above during the period of five years from the date on which this resolution is passed, at the end of which period such authority will expire unless previously varied or revoked by the Company in a general meeting.

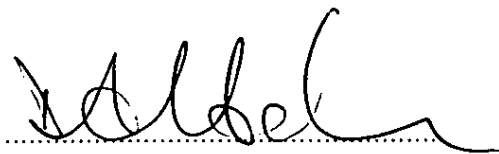
3. THAT the existing 1 ordinary share of £1 in issue in the capital of the Company be re designated as 1 A ordinary share of £1, such share having the rights set out in the Articles of Association referred to below.

4. THAT the articles of association of the Company be amended by being replaced in their entirety by the Articles of Association attached hereto.

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolutions.

The undersigned, being the sole member entitled to vote as holder of ordinary shares in the Company, on the Ordinary Resolution and the Special Resolutions at the Circulation Date, hereby irrevocably agrees to the Ordinary Resolution and the Special Resolutions:

Signed by
DAVID ALAN HALSALL



Date

29 December 2009

NOTES

Company number: 7112004

1. If you agree with the Ordinary Resolution and the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Registered Office of the Company.

You may not return the Written Resolution to the Company by any other method.

If you do not agree to the Ordinary Resolution and the Special Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Ordinary Resolution and the Special Resolutions, you may not revoke your agreement.

3. Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Ordinary Resolution and the Special Resolutions to pass, they will lapse. If you agree to the Ordinary Resolution and the Special Resolutions, please ensure that your agreement reaches the Company before or during this date.