

Company Number 07118969

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

GREY BEAR LIMITED ("the Company")

Circulation date 20th October 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006

The Directors of the Company propose that the following resolutions are passed as Special Resolutions ("Resolutions")

SPECIAL RESOLUTIONS

- 1 That the issued share capital of the Company of £1000 be divided into 500 A Ordinary Shares of £1 00 each and 500 B Ordinary Shares of £1 00 each by re-designating as A Ordinary Shares, shares numbered 1 to 500 and re-designating as B ordinary shares, shares numbered 501 to 1000 The A Ordinary shares and the B Ordinary shares shall carry the following respective rights -
 - (a) as to income the A shares and the B shares shall respectively be entitled to receive such sum by way of dividends as the directors may from time to time decide shall be paid in respect of each class of shares
 - (b) As to capital the A Ordinary shares and the B Ordinary shares shall rank on a liquidation or capital disposal of the shares pari passu in all respects
 - (c) As to voting the A Ordinary shares and the B Ordinary shares shall rank pari passu in all respects
 - (d) As to appointment of Directors the holders of the A Ordinary shares and of the B Ordinary shares shall each be entitled to appoint one nominated Director of the Company and to revoke such appointment and if so appoint another Director in his place

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And the clauses of the Articles of Association of the Company headed "Methods of appointing directors" and "Termination of director's appointment" be and are hereby amended to include such rights

2 That the Articles of Association of the Company be and are hereby amended as follows -

(a) by the deletion of the Articles headed "Company's lien over shares" and "Enforcement of the Company's Lien"

(b) by the insertion into Article headed "Voluntary Transfers" of the following additional new sub-article -

"Notwithstanding the other provisions of these Articles the Directors shall register the transfer of any share by a Member (or person entitled to that share in consequence of the death of a Member to -

(i) another member holding shares of the same class,

(ii) the husband, wife, widower, widow, brother, sister or any lineal descendant or ascendant of such Member, or

(iii) any person or persons acting in the capacity of Trustee or Trustees of a Trust created by a Member (by Deed or Will) or (upon any change of Trustees of a Trust so created) to the new Trustee or Trustees provided that persons beneficially interested under the Trust are members of the family of a Member as defined in paragraph (a)(ii) of this Article, or

(iv) any beneficiary or beneficiaries being a member of members of the family of a deceased member as defined in this sub-article by his personal representatives or by the Trustees of a Trust created by a Member as defined in this sub-article and the directors shall also register as members the legal personal representatives of a deceased member

(c) By adding to Article headed "Quorum for general meetings" the following additional opening words -

"the quorum for the holding of any general meeting shall be one A Shareholder and one B Shareholder present in person or by proxy "

(d) By deleting Articles headed "Number of Directors", "Methods of Appointing Directors" and "Termination of Director's Appointment" and inserting the following new Article headed "Appointment and Retirement of Directors -

Appointment and Retirement of Directors

(a) the holder or holders of a majority in nominal value of the A Shares shall be entitled by notice in writing to the Company

to appoint one Director and by like notice to remove such Director and at any time from time to time by like notice to appoint any other person to be a Director in the place of a Director so removed Any Director so appointed shall be an A Director

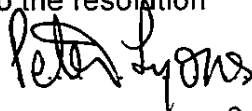
- (b) The holder or holders of a majority in nominal value of the B Shares shall be entitled by notice in writing to the Company to appoint one Director and by like notice to remove such Director and at any time from time to time by like notice to appoint any other person to be a Director in the place of a Director so removed Any Director so appointed shall be a B Director
- (c) A notice of appointment or removal of a Director pursuant to this Article shall take effect upon lodgement at the office or on delivery to a meeting of the Directors
- (d) Every Director appointed pursuant to this Article shall hold office until he is either removed in manner provided by this Article or dies or vacates office and neither the Company in general meeting nor the Directors shall have power to fill any such vacancy "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution

The undersigned, a person entitled to vote on the resolution on ~~20th October~~ 2010 hereby irrevocably agrees to the resolution

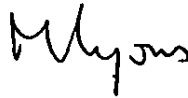
Signed by Peter Lyons



Signed by Robin Kumar Chatterjee



Signed by Melanie Lyons



Signed by Julia Mary Chatterjee



Dated 20th October 2010

Notes

- 1 If you agree with the 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 Mr R K Chatterjee Grey Bear Limited, Unit 16 Cannon Business Park, Gough Road, Coseley, WV14 8XR You may not return the resolutions to the Company by any other method

If you do not agree the 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 resolutions you may not revoke your agreement
- 3 Unless by 20th October 2010 sufficient agreement has been received for the resolutions to pass, they will lapse If you agree to the resolutions please ensure that your agreement reaches us before or during this date