

No 07159358

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

DE FACTO 1746 LIMITED

(Effective **26** March 2010)

The following resolution was duly agreed to by the members of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 as a Special Resolution with effect from **26** March 2010

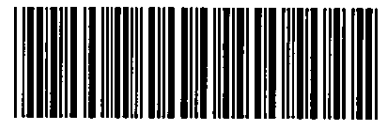
SPECIAL RESOLUTION

That, subject to the consent of the Registrar of Companies, the name of the Company be changed to "GC Newco 1 Limited"



Chairman

SATURDAY



RUKJ2IU2

RM

03/04/2010

119

COMPANIES HOUSE

DE FACTO 1746 LIMITED

MINUTES OF A MEETING of the Board of Directors held at 10 Snow Hill, London EC1A 2AL on
26 March 2010 at 11.00 a.m./p.m.

Present R P BRACKEN Travers Smith Limited (Chairman)
Travers Smith Secretaries Limited

In Attendance



1. QUORUM

The Chairman noted that there was a quorum present and declared the Meeting open

2. INCORPORATION

There was produced to the meeting the Certificate of Incorporation of the company dated 16th February 2010 and a print of the Memorandum and Articles of Association of the Company

3. DIRECTORS

It was reported that Travers Smith Limited, Travers Smith Secretaries Limited and Ruth Bracken had agreed to be and had been appointed as the first directors of the Company. It was also reported that Richard Martin Crayton had consented to act as director of the Company and **IT WAS RESOLVED** that he be and is hereby appointed as director of the Company with effect from the end of the meeting. There were then produced to the meeting letters of resignation from Travers Smith Limited, Travers Smith Secretaries Limited and Ruth Bracken as directors of the Company and **IT WAS RESOLVED** that these resignations be accepted with effect from the end of the meeting.

4. SECRETARY

It was reported that Travers Smith Secretaries Limited had been appointed as the first Company secretary. It was further reported that Richard Martin Crayton had consented to act as secretary of the Company and **IT WAS RESOLVED** that he be and is appointed as secretary of the Company with effect from the end of the meeting. There was accordingly produced to the meeting a letter of resignation from Travers Smith Secretaries Limited as secretary and **IT WAS RESOLVED** that this resignation be accepted with effect from the end

of the meeting

5. SUBSCRIBER SHARES

IT WAS RESOLVED that the allotment of one share each to the subscribers to the Company's Memorandum be and is hereby confirmed

6. WRITTEN RESOLUTION

There was produced to the meeting a draft of the written resolution to change the Company's name to "GC Newco 1 Limited" (the "Written Resolution") After careful consideration **IT WAS RESOLVED** that the Written Resolution be and is hereby approved

The meeting then adjourned to allow the Written Resolution to be passed and when it reconvened the Chairman reported that the Written Resolution had been duly passed

7. TRANSFER OF SHARES

There were then produced to the meeting transfers of those shares in the Company duly executed by the transferors as follows

<u>Transferor</u>	<u>Transferee</u>	<u>Number of Shares</u>
Travers Smith Limited	Graphite Capital Management LLP	1
Travers Smith Secretaries Limited	Graphite Capital Management LLP	1

IT WAS RESOLVED that the said transfers be and are hereby approved and that the transferees be registered as members of the Company and that share certificates be issued in respect of these shares to the transferees

8. REGISTERED OFFICE

IT WAS RESOLVED that the registered office of the Company be changed to Berkeley Square House, Berkeley Square, London, W1J 6BQ

9. ACCOUNTING REFERENCE DATE

IT WAS RESOLVED that the Company's accounting reference date be 31st March in each year

10. FILING OF DOCUMENTS

The secretary was authorised and instructed to file with the Registrar of Companies all necessary documents in connection with the above business, in particular

- (a) Form AP01 - appointment of new directors,
- (b) Form AP03 - appointment of new secretary,
- (c) Forms TM01 and TM02 - notification of resignation of directors and secretary,
- (d) print of Special Resolution altering the Company's name,
- (e) print of Special Resolution adopting new Articles of Association,
- (f) Form NM01 - change of name,
- (g) Form AD01 - change of registered office, and
- (h) Form AA01 - notification of accounting reference date

11. MINUTES

IT WAS RESOLVED that the Chairman be authorised to sign a copy of these Minutes as representing a true record of the business conducted at this Meeting

12. OTHER BUSINESS

There being no other business the Chairman declared the Meeting closed



Chairman



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 7159358

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

DE FACTO 1746 LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

GC NEWCO 1 LIMITED

Given at Companies House on **11th April 2010**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES