

RECORD OF WRITTEN RESOLUTIONS

GC Newco 1 Limited

Record of written resolutions agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in General Meeting

It is recorded that

1. The written resolutions (the "**resolutions**"), a copy of which are attached, were passed as an ordinary resolution and a special resolution by or on behalf of the members of the Company who, at the date of the circulation of the resolutions, were entitled to attend and vote at a General Meeting of the Company
2. The resolutions were signed by or on behalf of the last member on 21 JUNE 2010



Director



0 XXX 0000 00 00

No. 07159358

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

GC NEWCO 1 LIMITED

(Effective 21 JUNE 2010)

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 an Ordinary Resolution, in the case of Resolution 1, and a Special Resolution, in the case of Resolution 2, with effect from 21 JUNE 2010

RESOLUTIONS

ORDINARY RESOLUTION

- 1 **THAT** the share capital of the Company be increased by the allotment and issue of 30,000 B ordinary shares having the rights and being subject to the conditions set out in the Articles of Association of the Company and that for the purposes of section 551 of the Act the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot any such shares and to grant any such subscription and conversion rights, as are contemplated in sub-sections 551(1)(a) and 551(1)(b) respectively of the Act created pursuant to this Resolution up to a maximum nominal amount of £30,000 to such persons and at such times and on such terms as they think proper during the period expiring 21 DECEMBER 2010

SPECIAL RESOLUTION

- 2 **THAT** in accordance with section 570 of the Act the Directors be and are hereby empowered to allot equity securities (as defined in sub-section (1) of section 560 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 551 of the Act) by that resolution up to a maximum nominal value of £30,000 as if sub-section (1) of section 561 of the Act did not apply at any time or times



Director

WEDNESDAY

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22/12/2010
COMPANIES HOUSE

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