

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
Of  
ASPERS H LIMITED  
("Company")

WEDNESDAY



Circulation Date – 7 JULY 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "**Resolution**")

A copy of each of the Documents (as defined below) relating to the Resolution are supplied with this Resolution

**SPECIAL RESOLUTIONS**

- 1 **THAT**, pursuant to section 21 of the Companies Act 2006, the articles of association of the Company be altered by deleting the present article 14 and replacing it with the following new article 14
- "14 Conflicts of interest
- 14 1 Subject to Article 14 2, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest, that director may participate in the decision-making process for both quorum and voting purposes
- 14 2 If the directors propose to exercise their power under section 175(4)(b) of the Companies Act 2006 to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes
- 14 3 Subject to the provisions of the Companies Act 2006, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested,
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the company or body corporate in which the company is interested, and
- (c) is not accountable to the company for any remuneration or other benefits which he derives from any such office or

employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement is liable to be avoided on the ground of any such remuneration, interest or benefit "

#### AGREEMENT

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

We, the undersigned, the sole shareholder and sole person entitled to vote on the Resolution at the time it was circulated, irrevocably agree to the Resolution



For and on behalf of Aspers Group Limited

2 July 2010

## NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -
  - **By Hand** delivering the signed copy to Aspers H Limited, at 64 Sloane Street, London SW1X 9SH,
  - **Post** returning the signed copy by post to Aspers H Limited, at 64 Sloane Street, London SW1X 9SH,
  - **Fax** faxing the signed copy to 020 7245 9574 marked "For the attention of Martyn Kennedy",
  - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to martyn@aspinals.co.uk Please enter "Written resolutions Aspers H Limited" in the e-mail subject box
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, by 28 days after the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**ASPERS H LIMITED**

**("Company")**

On 2 July 2010 the following resolution was passed as a written resolution of the Company in accordance with section 288 of the Companies Act 2006 (the "Act") by all the members of the Company who, at that date, were entitled to attend, and vote, at general meetings of the Company

**SPECIAL RESOLUTIONS**

- 1- **THAT**, pursuant to section 21 of the Companies Act 2006, the articles of association of the Company be altered by deleting the present article 14 and replacing it with the following new article 14

"14 Conflicts of interest

14 1 Subject to Article 14 2, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest, that director may participate in the decision-making process for both quorum and voting purposes

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14 3 Subject to the provisions of the Companies Act 2006, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested,
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the company or body corporate in which the company is interested, and
- (c) is not accountable to the company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement is liable to be avoided on the ground of any such remuneration, interest or benefit "