

Company No: 7254492

Private Company Limited By Shares

Ordinary Resolution

of

OPW Holdco Limited ("Company")

The following resolution was effectively passed on 19 December 2011 as a written resolution signed by the holder of not less than 51% of the total voting rights of 'eligible members' of the Company (as defined in section 289 of the Companies Act 2006) entitled to receive notice of and to attend and vote at General Meetings

Ordinary Resolutions

- 1 **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot ordinary shares in the Company up to an aggregate nominal amount of £12,212,985 (excluding any shares already in issue) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 January 2012 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired, and
- 2 **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot preference shares in the Company up to an aggregate nominal amount of £77,064,925 (excluding any shares already in issue) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 January 2012 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act

Signed



Certified to be a true copy
of the Resolution passed
Secretary for and on behalf of
OPW Holdco Limited ("Company")

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03/02/2012

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