

Company Number: 7289237

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

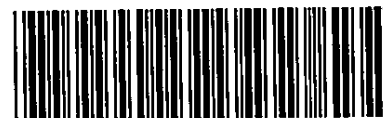
PRINT OF WRITTEN RESOLUTION

of

NEWINCCO 1017 LIMITED

(the "Company")

TUESDAY



A18

ABVBOPCG

23/11/2010

210

COMPANIES HOUSE

Passed on 12 November 2010

Pursuant to chapter 2 of part 13 of Companies Act 2006, the following resolutions (the "**Resolutions**"), which were proposed as ordinary and special resolutions as set out below, were duly passed in writing on the above date

ORDINARY RESOLUTION

1 **THAT:**

- 1 1 the directors of the Company be generally and unconditionally authorised for the purposes of section 551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £999,998 This authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the date of this resolution, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted after it has expired and the directors may allot shares under any such offer or agreement notwithstanding that the authority conferred by this resolution has expired, and
- 1 2 this authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 Companies Act 2006

SPECIAL RESOLUTIONS

2 **THAT**

- 2 1 subject to the passing of resolution 1 and in accordance with section 570 Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 Companies Act 2006) pursuant to the authority conferred by

resolution 1 as if section 561 Companies Act 2006 did not apply to any such allotment,
and

- 2 2 the Company may make an offer or agreement before this power expires which would or
might require equity securities (as so defined) to be allotted after it has expired and the
directors may allot equity securities under any such offer or agreement notwithstanding
that the power conferred by this resolution has expired

SIGNED by

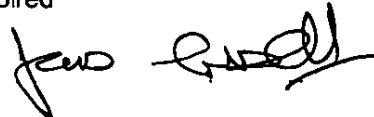
for and on behalf of

NEWINCCO 1017 LIMITED

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 Director