PRECIS (2767) LIMITED (THE "COMPANY") PRINT OF THE WRITTEN RESOLUTION OF THE COMPANY **PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

PASSED ON 19 December 2012

The following written resolution having been duly proposed by the directors of the Company was duly passed by the Company as a special resolution

SPECIAL RESOLUTION

It is hereby resolved that the share capital of Newco be reduced from £400,000,000 comprising 400,000,000 ordinary shares of £1 each to £400 comprising 400,000,000 ordinary shares of 0 0001p each by reducing the nominal amount of each ordinary share from £1 to 0 0001p (the "Reduction of Capital"), such Reduction of Capital to take effect on the day on which a copy of this resolution (and the documents which must accompany it under section 644(1) of the Companies Act 2006) is registered by the Registrar of Companies in accordance with section 644(3) of the Companies Act 2006.

Signed for and on behalf of Precis (2767) Limited

Date 19 December 2012

