

Noble Financial Holdings Limited

Company No:
SC071689

Companies Act 2006

Written Resolutions of the Members (Proposed by the Directors)

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolutions set out below be submitted to the eligible members of the Company as written resolutions and passed as ordinary resolutions (the "Resolutions").

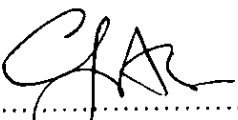
Ordinary Resolutions

1. *"That the capital of the Company be increased from £700,000.00 to £800,000.00 by the creation of 100,000 Ordinary shares of £1.00 each ranking pari passu in all respects with the existing Ordinary shares in the capital of the Company."*
2. *"That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority."*

We being the eligible members of the Company hereby signify our irrevocable agreement to the Resolutions in accordance with the acceptance procedure set out below.

The Members:

£1.00 Ordinary shareholders:


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On behalf of Noble Group Limited

Date of Signature 4/6/09

