

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RECORD

of

A DECISION

of

THE SOLE SHAREHOLDER

of

QUILLCO (224) LIMITED

("Company")

In accordance with section 382B of the Companies Act 1985, I, being the sole shareholder of the Company who as at the date of this record would be entitled to attend and vote at a general meeting of the Company, **resolve** as follows:

RESOLUTIONS

1. **That** the one issued ordinary share of £1 registered in the name of Ronald Barrie Clapham be subdivided into, and redesignated and reclassified as, 4 A Shares of £0.25 each, having the rights and privileges set out in the articles of association of the Company, as altered pursuant to paragraph 6 below;
2. **That** each of the 999 authorised but unissued ordinary shares of £1 each in the capital of the Company be subdivided into, and redesignated and reclassified as 4 A Shares of £0.25 each, having the rights and privileges set out in the articles of association of the Company, as altered pursuant to paragraph 6 below;
3. **That** the authorised share capital of the Company be increased from £1,000 to £9,774,966 by the creation of an additional 21,891,925 A Shares of £0.25 each and 17,203,939 B Shares of £0.25 each, each having the rights and privileges set out in the articles of association of the Company, as altered pursuant to paragraph 6 below;
4. **That** pursuant to section 80 of the Companies Act 1985 ("Act") and in substitution for all existing authorities under that section (to the extent unused), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to a maximum amount of £9,774,966 provided that (unless previously revoked, varied or renewed) this authority shall expire 30 days after the date of this resolution;
5. **That** the directors be empowered pursuant to section 95(2) of the Act to allot up to 21,895,922 A Shares of £0.25 each and 17,203,939 B Shares of £0.25 each (being equity securities within the meaning of section 94 of the Act) for cash pursuant to the authority conferred by resolution 4 above as if section 89(1) of the Act did not apply to such allotment provided that such power shall expire 30 days after the date of this resolution;

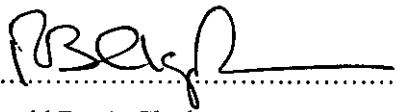


6. **That** the articles of association of the Company be amended by:

(i) the addition of the following definition at the end of article 3:

" "shares" shall mean together the A Shares and the B Shares of the Company, or any of them, and "shareholder" shall be construed accordingly."; and

(ii) by re-numbering the existing article 2 as article 2(b) and the addition of a further article 2(a) immediately preceding article 2(b), as follows: "The authorised share capital of the Company is £9,774,966 divided into 21,895,925 A Shares of £0.25 each and 17,203,939 B Shares of £0.25 each."

Signed: 
Ronald Barrie Clapham

Dated: 30 March 2006