

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

MM&S (5148) LIMITED (the "Company")

Passed 12 October 2006

By written resolution of the shareholders of the Company, dated the 12<sup>th</sup> day of October 2006 the subjoined resolutions were duly passed, resolution numbered 3 as a Special Resolution and resolutions numbered 1, 2 and 4 as Ordinary Resolutions

1 INCREASE IN SHARE CAPITAL

"That the authorised share capital of the Company be increased from £100 divided into 100 Ordinary Shares of £1 each to £20,000 divided into 10,000 ordinary shares of £1 each and 10,000 preference shares of £1 00 each by the creation of 9,900 ordinary shares of £1 each and 10,000 preference shares of £1 00 each "

2 SECTION 80 AUTHORITY TO DIRECTORS TO ALLOT SHARES IN PRIVATE COMPANY

"That

2 1 the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (as amended) ("the Act") to allot and issue such number of relevant securities (as defined in that Section) and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and to the Articles of Association of the Company

2 1 1 the maximum nominal amount of relevant securities to be allotted in pursuance of this authority shall be the unissued share capital of the Company from time to time, and

2 1 2 this authority shall expire, unless sooner revoked or altered by the Company in general meeting one date five years from the passing of this resolution, and provided further



that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired, and

- 2 2 all other authorities conferred on the directors prior to the date of passing of this resolution to allot relevant securities are hereby revoked "

3 **SECTION 95 DISAPPLICATION OF PRE EMPTION RIGHTS IN PRIVATE COMPANY**

That pursuant to section 95(1) of the Companies Act (as amended) (the "Act"), section 89 (1) of the Act shall not apply to any allotment of shares in the capital of the Company made under the authority conferred by resolution numbered 2 in this written resolution

4 **NUMBER OF DIRECTORS**

That the minimum number of directors shall be one



Company Secretary