

THE COMPANIES ACT 2006

ORDINARY & SPECIAL RESOLUTION
OF

RES CONSORTIUM LIMITED ("The Company")

Company Number:- 4632525

At a General Meeting of the Company held at SUITE 4 FOSSE HOUSE, EAST
ANTON COURT, ICKNIELD WAY, ANDOVER SP10 5RG

on the 30th day of March 2010.

the following resolutions were passed as Ordinary Resolutions

ORDINARY RESOLUTIONS:

- A. (i) **THAT** under the terms of the Companies Act 2006 and on the adoption of the new Articles of Association of the Company (as per the below) the authorised share capital of the Company be dispensed with, and limits applied to the Directors' authority as set out in the new Articles attached.
- (ii) **THAT** 1000 issued shares as held by MARK DAVIES and MICHAEL STEDMAN JOINTLY be reclassified as 500 "A" Ordinary Shares of £1 each and 500 "B" Ordinary Shares of £1 each. The rights of the "B" Shares shall be varied to become Non-Voting shares. The new Articles will allow for a share capital that is comprised of "A" Ordinary Shares of £1 each and "B" Ordinary Shares of £1 each
- B. **THAT** the Directors be unconditionally authorised pursuant to S.551 of the Companies Act 2006 to allot shares in the share capital of the Company which are unissued at the time of the passing of this resolution at any time or times during the period of five years from the date hereof.

the following resolution was passed as a Special Resolution

SPECIAL RESOLUTION:

1. **THAT** the company update its Articles of Association in line with the Companies Act 2006 and that the regulations set forth in the printed document produced to this meeting be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Memorandum and Articles thereof.

Dated on the 30th day of March 2010.



Director or Secretary
(*delete as applicable)