

**Company number 05805292**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**MARDIX HOLDINGS LIMITED (Company)**

THURSDAY



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17/09/2009

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COMPANIES HOUSE

**Circulation Date:** 15 September 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed by the holders of all of the Ordinary Shares (of whatever class) and all of the holders of the Preference Shares in the capital of the Company as a special resolution (**Resolution**).

**SPECIAL RESOLUTION**

**THAT** subject to the provisions of section 686(2) of the Companies Act 2006 coming into force on 1 October 2009 and with effect only from 1 October 2009, the Articles of Association of the Company be amended by the inclusion of new Article 5.8 in the form set out below:

"5.8 The provisions of this Article 5.8 shall apply in relation to the redemption of the Preference Shares:

- (a) subject to a Change of Control not having occurred prior to 1 October 2009, the Preference Shares shall be redeemed in full for an amount equal to the amount paid up on such Preference Shares on 1 October 2009 and on terms that the amount payable on redemption may, in accordance with the provisions of section 686(2) of the Companies Act 2006, and in accordance with any agreement between the Company and the holders of the Preference Shares entered into (as varied from time to time by the Company and the holders of the Preference Shares), be paid on a date later than the redemption date; and
- (b) on any such redemption in accordance with the provisions of this Article 5.8, each of the holders of the Preference Shares shall be bound to deliver to the Company, at the Company's registered office, the certificate(s) for the Preference Shares (or an indemnity, in the form reasonably satisfactory to the Board in respect of any lost certificate) in order that the same may be cancelled; and
- (c) the provisions of Article 5.7 shall not apply to any redemption pursuant to this Article 5.8."

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on the Circulation Date hereby irrevocably agrees to the Resolution:



.....  
Signed by Heather Dixon

Date

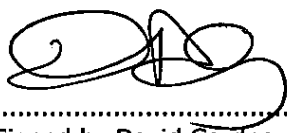
.....  
15<sup>th</sup> September 2009



.....  
Signed by Gary Dixon

Date

.....  
15<sup>th</sup> September 2009



.....  
Signed by David Gardner

Date

.....  
15<sup>th</sup> September 2009

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to Philip Treanor, Pannone LLP, 123 Deansgate, Manchester M3 2BU

Post: returning the signed copy by post to Philip Treanor, Pannone LLP, 123 Deansgate, Manchester M3 2BU

Fax: faxing the signed copy to 0161 909 4400 marked "For the attention of Philip Treanor"

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to philip.treanor@pannone.co.uk. Please enter "Written resolutions circulated 15 September 2009" in the e-mail subject box.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by the date which is 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.