

**Private company limited by shares**  
**Written Resolution**

- of -

**Amberglen Limited**

**Circulation Date: 12 December 2008**

SATURDAY



A29 \*AJ9OH85K\* 133  
14/03/2009  
COMPANIES HOUSE

*Please read the notes below before signifying your agreement the resolutions below.*

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Amberglen Limited (the **Company**) propose that the below resolution is passed as a special resolution:

**Special Resolution**

That the articles of association of the Company be altered by:

- (i) inserting in article 4 (n) before the words "The directors may" the words "Subject to Article 4A,"; and
- (ii) inserting the following new article as article 4A after article 4(n):

"4A. Notwithstanding any other provision in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:-

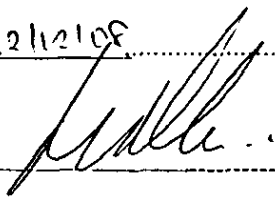
  - (a) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"); or
  - (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
  - (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles, (i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and (ii) no Secured Institution or its nominee, shall be required to either provide any prior written notice to the Company or to offer the shares which are, or are to be, the subject of any transfer aforesaid, to the members for the time being of the Company or any of them, and no such member shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."

I, the undersigned, being the sole member of the Company entitled to vote on resolutions of the Company on the date stated below, irrevocably agree to the resolution as indicated above.

.....  
Signed by Michael Andrew Phillips

Date: 12/12/08

  
.....

**NOTES TO SHAREHOLDERS:**

(1) If you wish to vote in favour of the above resolution, please sign where indicated above and return the signed copy to the Companies registered office within 28 days of the circulation date. If you do not agree with the above 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.