

Company No: 06397071

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

-of-

RIVER7 HOMES LIMITED ("the Company")

CIRCULATION DATE: 22 / 12 / 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions and resolution 3 is passed as a special resolution of the Company:-

- 1 **THAT** with effect from the passing of this resolution the authorised share capital of the Company be increased from £1,000 to £33,524,258 by the creation of 33,523,258 ordinary shares of £1.00 each having the rights and being subject to the restrictions contained in the Articles of Association of the Company from time to time.
- 2 **THAT** in substitution for all existing authorities to the extent unused, the directors be and they are hereby generally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to a maximum nominal value equal to £33,523,257 provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry allot any shares or grant any such rights under this authority in pursuance of any offer or agreement so to do made by the Company before the expiry of this authority.
- 3 **THAT** pursuant to section 95(1) of the Act the directors be authorised to allot equity securities (as defined in section 94(2) of the Act) up to a maximum nominal value equal to £33,523,257 pursuant to the authority under section 80 of the Act conferred on the directors pursuant to resolution 2, above, as if section 89(1) of the Act did not apply to any such allotment, such power to expire on the date the earlier of five years after the passing of this resolution (unless previously revoked, varied or extended) save that the Company may at any time prior to the expiry of such authority make an offer or enter into an agreement which would or might require relevant securities to be allotted after the expiry of such authority, and the directors may allot relevant securities in pursuance of such an offer or agreement as if such authority had not expired.

TUESDAY



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30/12/2008

COMPANIES HOUSE

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AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on 22nd
December 2008, hereby irrevocably agrees to the Resolutions:

Name of Member

Signature

Date of Signature

River7 Limited


For and on behalf of
River7 Limited

22/12/2008

NOTES

- 1 If you agree with the Resolutions, 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:
 - 3.1 **By Hand:** delivering the signed copy for the attention of Stuart Rodden to Priory House, Priory Street, Usk, Monmouthshire, NP15 1BJ
 - 3.2 **Post:** returning the signed copy for the attention of Stuart Rodden to Priory House, Priory Street, Usk, Monmouthshire, NP15 1BJ
 - 3.3 **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to SRodden@priory-house.co.uk. Please enter "Written resolution dated 22/12/2008 2008" in the email subject box.
- 4 If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 5 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 6 Unless, by 5 January 200⁹, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 7 If you are signing this document on behalf of another person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when retaining this document.