

Company No: 06442082

**COMPANY LIMITED BY SHARES**

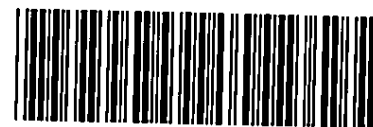
**RESOLUTION IN WRITING**

of

**RDM TOPCO LIMITED**

("Company")

SATURDAY



A24 \*A8Z8RVP0\* 22/12/2007 563  
COMPANIES HOUSE

Passed the *18* day of *December* 2007

By a written resolution agreed to in accordance with section 288 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolutions of the Company were duly passed

**ORDINARY RESOLUTIONS**

THAT.

- each of the 9,095 unissued A1 Ordinary Shares of £1 each in the capital of the Company be and is hereby sub-divided into 10,000 A1 Ordinary Shares of £0 0001 each;
- each of the 14,066 unissued A2 Ordinary Shares of £1 each in the capital of the Company be and is hereby sub-divided into 10,000 A2 Ordinary Shares of £0 0001 each;
- each of the 18,954 issued and unissued B Ordinary Shares of £1 each in the capital of the Company be and is hereby sub-divided into 10,000 B Ordinary Shares of £0 0001 each,
- each of the 10,000 unissued C Ordinary Shares of £0 01 each in the capital of the Company be and is hereby sub-divided into 100 C Ordinary Shares of £0.0001 each; and
- each of the 1,166,000 unissued Deferred Shares of £1 each in the capital of the Company be and is hereby sub-divided into 10,000 Deferred Shares of £0 0001 each,

and that accordingly the authorised share capital of the Company will consist of 90,950,000 A1 Ordinary Shares of £0 0001 each, 140,660,000 A2 Ordinary Shares of £0 0001 each, 189,540,000 B Ordinary Shares of £0 0001 each, 1,000,000 C Ordinary Shares of £0.0001 each and 11,660,000,000 Deferred Shares of £0 0001 each

THAT

- 90,940,905 of the unissued A1 Ordinary Shares in the capital of the Company,
- 140,645,934 of the unissued A2 Ordinary Shares in the capital of the Company,
- 189,521,046 of the unissued B Ordinary Shares in the capital of the Company,
- 990,000 of the unissued C Ordinary Shares in the capital of the Company;
- 11,658,834,000 of the unissued Deferred Shares in the capital of the Company,

be and are hereby cancelled pursuant to section 121 of the Companies Act 1985 and regulation 32 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 and the amount of the Company's authorised share capital is diminished by the aggregate nominal amount of the shares so cancelled so that the authorised share capital of the Company following the passing of this resolution is £121 8115 divided into

- 9,095 A1 Ordinary Shares of £0 0001 each,
- 14,066 A2 Ordinary Shares of £0 0001 each,
- 18,954 B Ordinary Shares of £0.0001 each;
- 10,000 C Ordinary Shares of £0 0001 each, and
- 1,166,000 Deferred Shares of £0 0001 each

Signed

Director/Secretary

Dated 18 December 2007