

**Company No. 6618513**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**-of-**

**Jubilee Financial Products Limited ("the Company")**

**(circulated on 25 July 2008 )**

PURSUANT to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that:

- resolutions 1, 2, and 3 below are passed as ordinary resolutions; and
- resolution 4 below is passed as a special resolution.

**ORDINARY RESOLUTIONS**

1. That each issued and unissued ordinary share of £1.00 in the capital of the Company be sub-divided into 100 new ordinary shares of 1 pence each (the "Ordinary Shares").
2. That the authorised share capital be and is hereby increased from £100 to £750,000 by the creation of 74,990,000 Ordinary Shares of 1 pence each ranking pari passu in all respects with the existing Ordinary Shares of the Company.
3. That the directors be and they are hereby generally and unconditionally authorised in accordance with the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities within the meaning of section 80 of the Act up to the aggregate nominal amount of the authorised but unissued share capital of the Company immediately following the passing of this resolution, provided that the authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the

SATURDAY



directors pursuant to section 80 of the Act and shall expire on the date falling 5 years from the date of the passing of this resolution unless such authority is renewed, varied, or revoked by the Company in general meeting save that the Company may at any time before such expiry make an offer or agreement which might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

### **SPECIAL RESOLUTION**

4. That the directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash as if section 89(1) of the Act did not apply to any such allotment pursuant to the general authority conferred on them by resolution 4 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:-

- (a) the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise; and
- (b) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to the authorised but unissued share capital of the Company

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the directors pursuant to section 95 of the Act and shall expire on the date falling 5 years from the date of the passing of this resolution unless such authority is renewed, varied, or revoked by the Company in general meeting except that the Company may before the expiry of any power contained in this resolution make an offer or agreement

which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

## **AGREEMENT**

Please read the notes at the end of this document before signing your agreement to the Ordinary Resolutions and the Special Resolution.

The undersigned, a person entitled to vote on the above resolutions on 25 July 2008, hereby irrevocably approves the Ordinary Resolutions and the Special Resolution set out above.

  
.....

**Adam Salim Habib**

25 JUL 2008  
.....

**Date**

## **NOTES**

- 1 You can choose to agree to all of the Ordinary Resolutions and the Special Resolution or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to Adam Salim Habib, Jubilee Financial Products Limited, 44 Southampton Buildings, London WC2A either by hand or by post.

If you do not agree to all of the resolutions, 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 resolutions, you may not revoke your agreement.
- 3 Unless, within 28 days of 25 July 2008, 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.

**Adam Salim Habib**  
**7 Tudor Close**  
**Mill Hill**  
**London NW7 2BG**

To the Director  
Jubilee Financial Products Limited ("the Company")  
44 Southampton Buildings  
London  
WC2A 1AP

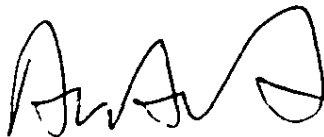
24 July 2008

Dear Sirs

I hereby apply for the allotment to me of 10,499,900 ordinary shares of 1 pence ("the Shares") each fully paid up in the issued share capital of the Company for cash at 1 pence per share, subject to the Memorandum and Articles of Association.

I enclose my cheque for £104,999 being the subscription price for the Shares together and I authorise you to enter my name on the Register of members as the holder of the Shares allotted to me pursuant to this application.

Yours sincerely

A handwritten signature in black ink, appearing to be 'AS Habib', written in a cursive style.

**ADAM SALIM HABIB**