

Company No. 6618513

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-



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04/10/2008

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COMPANIES HOUSE

Jubilee Financial Products Limited ("the Company")

(circulated on 1 October 2008)

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

- resolutions 1, 2, 3 and 4 below are passed as ordinary resolutions, and
- resolutions 5 and 6 below are passed as special resolutions

It was proposed that the following resolutions be passed as written resolutions by the shareholder of the Company -

ORDINARY RESOLUTIONS

- 1 **THAT** the authorised share capital of the Company be increased from £750,000 to £1,000,000 by the creation of 25,000,000 ordinary shares of 1 pence each in the capital of the Company each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company, R4
2. **THAT** 50,000,000 unissued ordinary shares of 1 pence each in the capital of the Company be converted into 50,000,000 redeemable preference shares of 1 pence each (the "**Preference Shares**"), R13
- 3 **THAT** every 100 Preference Shares be consolidated into one preference share of £1 00 each in the capital of the Company,
- 4 **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 R10

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 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, and

### **SPECIAL RESOLUTIONS**

5. **THAT** the directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities up to the aggregate nominal amount of the authorised but unissued share capital of the Company (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 an aggregate nominal amount of the authorised but unissued share capital of the Company immediately following the passing of this resolution 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 whichever is the earlier of the conclusion of the annual general meeting of the Company held in 2009 or the date falling 15 months from the date of the passing of this resolution unless such power is renewed or extended prior to or at such 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

- 6 **THAT** the articles of association in the form made available to each member of the Company and signed for the purpose of identification by the Chairman of the Company, be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

(the **"Written Resolutions"**)

#### **AGREEMENT**

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

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



**Adam Salim Habib**

1 OCTOBER 2008

**Date**

#### **NOTES**

- 1 You can choose to agree to all of the Ordinary Resolutions and Special Resolutions 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 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 the date of this resolution, 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