

Company Number 07011527

WRITTEN RESOLUTIONS

ARIADNE CAPITAL PARTNERS HOLDINGS LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions (the "Resolutions") were passed as special resolutions by the Company's shareholders on 24 March 2010

SPECIAL RESOLUTIONS

- 1) That the Articles of the Company be amended so that
 - a) Article 9 1 be changed to "Notwithstanding any Article in these articles of association no shares may be transferred without the written consent of the majority of A Ordinary shares, such consent not to be unreasonably withheld
 - b) Article 10 2 be amended with the addition of a final sentence "Notwithstanding the above, but subject always to Articles 9 1 and 9 2, the Proposing Transferor (being an individual) shall be entitled to transfer all or any A Ordinary Shares, B Ordinary Shares, C Ordinary Shares or Founder Shares held by him(i) to a privileged relation, (ii) to trustees to be held upon a family trust, or (iii) to any corporate entity of which he and/or a privileged relation has directly or indirectly and whether singly or in aggregate a holding in excess of 50% of the voting shares or the power and ability to direct the management and policies of the said corporate entity whether through the ownership of shares by contract or otherwise and accordingly no Transfer Notice shall be required for any such transfers

Where any A Ordinary Shares, B Ordinary Shares, C Ordinary Shares or Founder Shares are held by trustees upon a family trust

- (i) such A Ordinary Shares, B Ordinary Shares, C Ordinary Shares or Founder Shares may on any change of trustees be transferred to the new trustees of that family trust,
- (ii) If and whenever any such A Ordinary Shares, B Ordinary Shares, C Ordinary Shares or Founder Shares cease to be held upon a family trust or there shall cease to be any beneficiaries of the family trust the trustees shall be deemed immediately to have given a Transfer Notice in respect of all such A Ordinary Shares, B Ordinary Shares, C Ordinary Shares or Founder Shares, and

if a privileged relation becomes entitled to have any such A Ordinary Shares, B Ordinary Shares, C Ordinary Shares or Founder Shares transferred to him or her pursuant to a family trust then forthwith prior to such a transfer a Transfer Notice shall be deemed immediately to be given in respect of such A Ordinary Shares, B Ordinary Shares, C Ordinary Shares or Founder Shares

For the purposes of this Article:

"privileged relation" in relation to a member means the spouse (or widow or widower) of the member and the member's lineal descendants and for the purposes aforesaid, children and grandchildren (including step, illegitimate and adopted children and grandchildren) shall be deemed to be a lineal descendant of such member,

"family trust" means, in relation to a member being an individual or a deceased member, a trust (whether arising under a settlement, declaration of trust, testamentary disposition or on an intestacy) which does not permit any of the settled property or the income therefrom to be applied otherwise than for the benefit of (i) that member and/or a privileged relation of that member, or (ii) any charity or charities as default beneficiaries (meaning that such charity or

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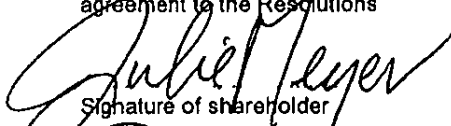

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charities have no immediate beneficial interest in any of the settled property or the income therefrom when the trust is created but may become so interested if there are no other beneficiaries from time to time except another such charity or charities), and no power of control over the voting powers conferred by any shares the subject of the trust is capable of being exercised by or subject to the consent of any person other than the trustees or such member or his privileged relations "

- c) Article 11 2(a) be deleted
- d) Article 11 2(c) be deleted
- 2) That the board be and it is hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to allot shares in the company and to grant rights to subscribe for or to convert any security into shares in the company up to an aggregate nominal amount of £100 provided that this authority shall expire on 31 March 2011 save that the company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the board may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired
- 3) That subject to the passing of the resolution above the board be and it is hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the said Act) for cash pursuant to the authority conferred by the previous resolution as if sub-section (1) of Section 561 of the said Act did not apply to any such allotment provided that this power shall be limited
 - a) to the allotment of equity securities in connection with a rights issue in favour of Ordinary shareholders where the equity securities respectively attributable to the interests of all Ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary shares held by them, and,
 - b) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £100, and
 - c) and shall expire on the 31 March 2011 save that the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired

I/We, the undersigned, being entitled to vote on the Resolutions, hereby irrevocably confirm my/our agreement to the Resolutions


Signature of shareholder

Printed name of shareholder

Date 25 March 2010

NOTES

If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company

- 1) by hand or by post to Ariadne Capital Limited at its registered office marked "Shareholder Resolution – for the attention of Julie Meyer", or to the Company Secretary, CC Secretaries Limited at 145 High Street, Sevenoaks, Kent, TN13 1XJ
- 2) by e-mail to declan@cunninghamllp.co.uk

In either case to be received by no later than 5 00pm on 23 April 2010.

- 1) Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 2) Unless, by 23 April 2010, sufficient agreement has been received for the Resolutions to pass, they shall lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date. The Resolutions will be deemed to have been passed on the date when duly signed Resolutions have been received from shareholders holding in aggregate over 75% of the total number of issued voting shares of the Company
- 3) In the case of joint holders of shares, only the vote of the senior holder will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members of the Company
- 4) If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

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