

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

CHFP025

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] [] []

19149

Name of company

* JAEGER HOLDINGS LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 9 June 2008 the nominal capital of the company has been

increased by £ 0 05 beyond the registered capital of £ 11,542,001 20

† the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached †

The conditions (eg voting rights, dividend rights, winding-up rights etc) subject to which the new
shares have been or are to be issued are as follows

The shares were deferred ordinary shares of 1p each in the capital of the
Company ("Deferred Shares") and ranked equally in all respects with the
existing Deferred Shares

The Deferred Shares were consolidated and redenominated as ordinary shares of
25p each in the capital of the Company by a resolution of the Company dated 9
June 2008

Please tick here if
continued overleaf

☐

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed *John H. H. H.*

Designation ‡ DIRECTOR

Date 1 JULY 2008

Presenter's name address and
reference (if any)

Dechert LLP
160 Queen Victoria Street
London
EC4V 4QQ

(Ref 1539/397842)

For official Use (02/06)
General Section

Post room

WEDNESDAY



AGRGV12V

A49

02/07/2008

223

COMPANIES HOUSE

Company Number 00019149

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
JAEGER HOLDINGS LIMITED**

Passed 9 JUNE 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), Jaeger Group Limited, the undersigned, being the sole member of the Company entitled to attend and vote at any general meeting of the Company in respect of the resolution set out below, **HEREBY AGREES** that the following resolutions be passed as special resolutions of the Company

WRITTEN RESOLUTIONS

- 1 **THAT** the authorised share capital of the Company be increased by the creation of 5 additional deferred ordinary shares of 1p each, having the same rights and ranking equally in all respects with the existing deferred shares of 1p each in the Company.
- 2 **THAT** the 1,004,500 "A" ordinary shares of 25p each in the capital of the Company be redenominated as 1,004,500 ordinary shares of 25p each in the Company
- 3 **THAT** the 500,000 5 25% first cumulative preference shares of £1 each in the capital of the Company be divided and redenominated as 2,000,000 ordinary shares of 25p each in the capital of the Company
- 4 **THAT** the 516,300 6 5% second cumulative preference shares of £1 each in the capital of the Company be divided and redenominated as 2,065,200 ordinary shares of 25p each in the capital of the Company
- 5 **THAT** the 912,300 unclassified shares of 25p each in the capital of the Company be redenominated as 912,300 ordinary shares of 25p each in the capital of the Company
- 6 **THAT** the 125 deferred ordinary shares of 1p each in the capital of the Company be consolidated and redenominated as 5 ordinary shares of 25p each in the capital of the Company

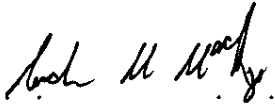


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THAT the regulations contained in the printed document, a copy of which is attached to this resolution, be adopted as the articles of association of the Company (the "**Articles of Association**") in substitution for the regulations contained in the present articles of association of the Company

The undersigned, a person entitled to vote on the above resolutions, hereby irrevocably agrees to the special resolutions

Signed



Dated 9/6/2008

**ANDREW MACGREGOR MACKENZIE FOR AND
ON BEHALF OF JAEGER GROUP LIMITED**