

Company Number: 19149

THE COMPANIES ACTS 1985, 1989 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
OF
JAEGER HOLDINGS LIMITED
(the "Company")

FRIDAY



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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution be passed as a special resolution of the Company

THAT the articles of association of the Company be altered by the addition of a new article 19 as follows

- 19 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles)
- 19.1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer
- (a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) ("**Secured Institution**") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or
 - (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
 - (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

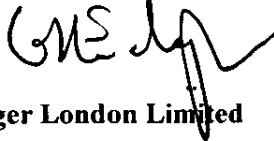
and the directors shall forthwith register any such transfer or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to

require such shares to be transferred to them whether for any valuable consideration or otherwise

- 19.2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 19.1(a) above)
- 19.3 The lien set out in Article 3 and Regulation 8 of Table A shall not apply to shares held by a Secured Institution (as defined in Article 19.1(a) above)
- 19.4 Any variation of this Article 19 shall be deemed to be a variation of the rights of each class of share in the capital of the Company

Please read the notes at the end of this document before signifying your agreement to the above resolutions.

The undersigned, persons entitled to vote on the above resolutions hereby irrevocably agree to the above resolutions



Jaeger London Limited

12 May 2010

Date