

Company No. 248695

THE COMPANIES ACTS 1948-1967, 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMBERS RESOLUTIONS IN WRITING

of

AQUA CAPITAL LIMITED

- 1 In accordance with Article 4 of the articles of association of Aqua Capital Limited (the "**Company**"), a resolution in writing signed by all of the members of the Company for the time being shall be as valid and effectual as if it had been passed at a general meeting of Company duly convened and held, and a signature of a body corporate which is a member of the Company shall be sufficient if made by a director thereof or by its duly authorised representative
- 2 Article 8 of the articles of association of the Company states that there must be a minimum of two directors of the Company at any one time
- 3 In accordance with Article 4 of the articles of association of the Company, we, being the sole eligible member who at the circulation date of this resolution would have been entitled to vote on the resolution, **HEREBY RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution which has been proposed as an ordinary resolution
- 3 1 A new Article 2A shall be inserted immediately after Article 2, under the heading "Shares", as follows
 - "(a) The Company is a private company limited by shares and accordingly any offer to the public to subscribe for any shares or debentures of the Company is prohibited
 - (b) The liability of the members is limited to the amount, if any, unpaid on the shares held by them "
- 3 2 Article 8 of the articles of association shall be amended so that it reads as follows,

"Unless and until otherwise determined by the Company in general meeting the number of directors is not subject to a maximum and the minimum number is one Regulation 75 of Table A shall be construed accordingly ",
- 3 2 Article 22 of the articles of association shall be amended so that it reads as follows

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"Subject always to Article 22A, the quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two Regulation 99 of Table A shall not apply ", and

- 3 3 A new Article 22A shall be inserted immediately after Article 22, and it shall read as follows

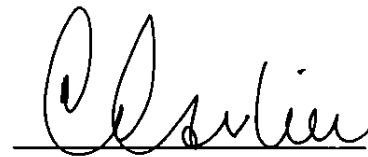
"If

- (a) the Company only has one director for the time being, and
- (b) the provisions of Article 8 do not require it to have more than one director,

the director may (for so long as he remains the sole director) exercise all the powers conferred on the directors by the Articles by any means permitted by law For the purpose of Article 22, the quorum for the transaction of business by a sole director is one, and all other provisions of the Articles (including Regulation 98 and 100 of Table A and any other applicable Regulations of Table A) apply with any necessary modification (unless a provision expressly provides otherwise) "

- 4 This written resolution shall have immediate effect from the date upon which it is made (indicated below)

Signed: _____



For and on behalf of AQUA CAPITAL UK HOLDING BV as sole member of the Company

Dated: 15 July 2010