

PRINT OF RESOLUTION FOR FILING AT COMPANIES HOUSE

Company Number 719194

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

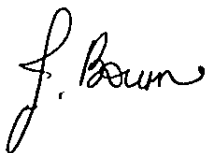
SEABOURNE HOLDINGS LIMITED (the "Company")

passed on 15 MARCH 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolutions were duly passed as a written resolution of the Company

SPECIAL RESOLUTIONS

- 1 That the directors of the Company may, in accordance with section 175(5)(a) of the Companies Act 2006 (the "**Act**"), authorise any matter which would, but for such authorisation, give rise to a breach of the duty of directors to avoid conflicts of interest under section 175(1) of the Act
- 2 That for the purposes of section 175 of the Companies Act 2006 (the "**Act**") any director of the Company shall not be in breach of duty as a result of any actual or potential conflict of interest arising solely by virtue of his also being a director of the Company's parent company, CJ Bourne (Asset Management) Limited (the "**Parent**") and/or any subsidiary undertaking of the Parent (the "**Conflict Situations**") and such Conflict Situations shall, for the purposes of section 180(4) of the Act be deemed authorised



Director

WEDNESDAY

