

THE COMPANIES ACTS 1985, 1989 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

**ARGENTA PRIVATE CAPITAL LIMITED
("the Company")**

TUESDAY



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A41

14/10/2008

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COMPANIES HOUSE

Date 8th October 2008

By written resolution signed for and on behalf of the sole member for the time being of the Company entitled to receive notice of and to attend and vote at general meetings of the Company the following resolution was passed on the above date as a written resolution of the Company pursuant to Regulation 53 of Table A in the Companies (Table A to F) Regulations 1985 (as amended) (which forms part of the Articles of Association of the Company)

SPECIAL RESOLUTION

- 1 THAT the Articles of Association of the Company be amended in the manner following

- (a) by deleting the present Article 16 1 and by adopting new Articles 16 1 to 16 7 (inclusive) as follows

"16 1 The directors may, in accordance with the requirements set out in this Article, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest (Conflict)

16 2 Any authorisation under this Article will be effective only if

- (a) the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine,

- (b) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question, and
- (c) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted

16 3 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently)

- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised,
- (b) be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine,
- (c) be terminated or varied by the directors at any time

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation

16 4 In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to

- (a) disclose such information to the directors or to any director or other officer or employee of the Company,
- (b) use or apply any such information in performing his duties as a director,

where to do so would amount to a breach of that confidence

16 5 Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the director

- (a) is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict,
- (b) is not given any documents or other information relating to the Conflict,
- (c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict

16 6 Where the directors authorise a Conflict

- (a) the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict,
- (b) the director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation

16 7 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds "

- (b) by renumbering the present Article 16 2 as Article 16 8



Director/Secretary