

**The Companies Act 1985 to 2006**  
**Private Company Limited by Shares**

THURSDAY



**WRITTEN RESOLUTION**  
**of**  
**DAWSON PENNINGTON & COMPANY LIMITED**

**(Registered in England & Wales under number 0991769)**

**Pursuant to Chapter 2 of part 13 of the Companies Act 2006**

**Passed the 11<sup>th</sup> day of February 2009**

We, the undersigned members of the above-named company (the "Company"), being all those members for the time being of the Company entitled to receive notice of and to attend and vote at a General Meeting of the Company, hereby resolve to pass by way of a written resolution the following resolution to take effect as a special resolution of the Company pursuant to Chapter 2 of part 13 of the Act.

**SPECIAL RESOLUTION**

That, in accordance with paragraph 47(3), Schedule 4, Companies Act 2006 (Commencement No.5, Transitional Provisions and Savings) Order 2007, the directors be and are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006.

**AGREEMENT**

Please read the explanatory notes at the end of this document before signifying your agreement to the contents.

Signed.....

**(Director) For and on behalf of Cullum Capital Ventures Limited**

**NOTES**

If you agree to the resolutions contained herein please confirm your agreement by signing and dating this document where indicated below and returning it to the Company by using one of the following methods:

- By Hand: by delivering the signed copy to the Company at 26-28 Pembroke Road, Sevenoaks, Kent, TN13 1XR FAO Company Secretary
- By Post: by returning the signed copy by post to the Company at 26-28 Pembroke Road, Sevenoaks, Kent, TN13 1XR FAO Company Secretary
- By Fax: by faxing the signed copy to 01732 466467 marked for the attention of Company Secretary

- By E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Sam.Clark@ccventures.co.uk. Please enter "Written Resolution" in the e-mail subject box.

Once you have indicated your agreement to the resolution, you may not revoke your agreement.

If not passed by 28 February 2009 the resolution will lapse.