

Company No. 1180657

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**RESOLUTIONS IN WRITING**

**of**

**BROWNING LIMITED**

(the "**Company**")

We, being the sole member of the Company, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed, in the case of resolution (a), as an ordinary resolution, and in the case of resolutions (b) and (c), as special resolutions:

**ORDINARY RESOLUTION**

THAT:

- (a) any conflict of interest of any director for the purposes of section 175 of the Companies Act 2006 prior to the date of this Ordinary Resolution be and is hereby ratified and approved;

**SPECIAL RESOLUTION**

THAT:

- (b) any director shall be authorised for the purposes of section 175 of the Companies Act 2006 to act or continue to act as a director of the Company notwithstanding that at the time of his appointment or subsequently he also:
  - (i) holds office as a director of any other group company;
  - (ii) holds any other office or employment with any other group company;
  - (iii) participates in any scheme, transaction or arrangement for the benefit of the employees or former employees of the Company or any other group company (including any pension fund or

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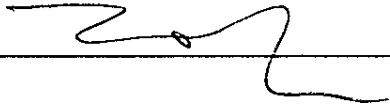
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retirement, death or disability scheme or other bonus or employee benefit scheme); or

(iv) is interested directly or indirectly in any shares or debentures (or any rights to acquire shares or debentures) in the Company or any other group company; and

(c) the directors may authorise any matter proposed to them which would, if not so authorised, involve a breach of duty by a director under section 175 of the Companies Act 2006 PROVIDED THAT any such authorisation will only be effective if any requirement as to the quorum at the meeting at which the matter is considered is met without counting any director interested in the matter under consideration.

Signed \_\_\_\_\_



Name: T E Jack

For and on behalf of Bruton Lane Investment Company

Dated: 29 March 2010

**Notes:**

1. The circulation date of these resolutions is 29 March 2010. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. An eligible member can signify his or its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to an officer of the Company by hand or by sending a copy of the signed resolutions in hard copy form by post to the Company Secretary.
3. These resolutions must be passed by 26 April 2010. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
4. A copy of these resolutions have been sent to the auditors.