# The Companies Act 2006

### A PRIVATE COMPANY LIMITED BY SHARES

#### Written Resolution of the Members

of

#### **ENTHONE LIMITED**

December 2008

\*AW7V65WF\*

A33 23/12/2008
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following Resolutions being passed:

# As Ordinary Resolutions

- 1. **THAT** the authorised share capital of the Company be and is hereby increased from £100,000 divided into 100,000 ordinary shares of £1 each to an aggregate of £5,100,000 divided into 5,100,000 ordinary shares of £1 each by the creation of 5,000,000 ordinary shares of £1 each.
- 2. THAT, pursuant to Section 80 of the Companies Act 1985 (the Act), the directors be and are hereby authorised generally and unconditionally to allot relevant securities (as defined in Section 80 of the Act) up to an aggregate nominal amount of £5,100,000 provided that this, unless reviewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot the relevant securities in pursuance if such an offer or agreement as if the authority conferred hereby had not expired.

## As Special Resolution

3. **THAT** any pre-emption rights appearing in the Articles of Association shall not, by virtue of Section 95(1) of the Act, Section 89(1), apply to the allotment of shares pursuant to the authority conferred by Resolution (2) above.

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

The undersigned, a Shareholder entitled to vote on the above Resolutions on in December 2008 irrevocably agrees to the Resolutions:

Signed by

For and on behalf of

Enthone-OMI Holdings (UK) Limited

Date: 19th December 2008