Company Number: 01823605

# DORCHESTER GROUP LIMITED

(the "Company")

### SOLE MEMBER'S WRITTEN RESOLUTIONS

Circulation Date: 7 October 2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions"):

#### SPECIAL RESOLUTION

THAT the share capital of the company be reduced by reducing the share premium account of the Company from the current amount of £182,711,000 (one hundred and eighty two million, seven hundred and eleven thousand pounds Sterling) by £145,000,000 (one hundred and forty five million pounds Sterling) to an amount of £37,711,000 (thirty seven million, seven hundred and eleven thousand pounds Sterling).

AND THAT the amount by which the share capital of the Company is reduced be assigned to a distributable reserve in the books of the Company.

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

BY ORDER OF THE BOARD

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Director

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#### **AGREEMENT**

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolutions.

Name: .....

duly authorised signatory

for and on behalf of the Brunei Investment Agency

Dated: 7 October 2009

## **NOTES**

- 1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand or by returning the signed copy by post to the Company Secretary at 3 Tilney Street, London, WIK 1BJ.
- 2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
- 3. Unless, by 28<sup>th</sup> day following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse.
- 4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolutions is being sent or submitted to you at the same time as and together with this document.
- A copy of this document was sent to the Company's auditors, Deloitte and Touche LLP, on the Circulation Date.