

Company No. 01943509

Circulation Date: 2 MARCH 2009

PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS OF THE SOLE SHAREHOLDER
OF
HILLSDOWN INTERNATIONAL LIMITED
(the "Company")

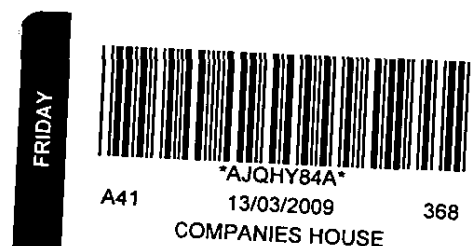
We, the undersigned, being the sole member of the Company who at the circulation date of these resolutions has for the time being the right to attend and vote at general meetings of the Company, hereby resolve in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) as follows and agree that the following resolutions are proposed as Special Resolutions by the sole member of the Company and shall for all purposes be as valid and effective as if they had been passed as Special Resolutions at a General Meeting of the Company duly convened and held:

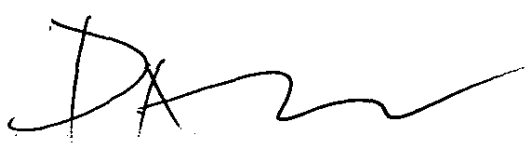
THAT the articles of association of the Company be amended by inserting a new Article 5A stating:

"LIEN ON SHARES EXCLUDED FOR SECURED INSTITUTIONS

- 5A. Any lien on any shares which the Company has pursuant to Regulation 8 of Table A shall not apply in respect of any shares that have been charged by way of security to a bank or financial institution or such chargee's nominee, a subsidiary of a bank or financial institution or such chargee's nominee."

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For and on behalf of
Premier Financing Limited

Name: PAUL ALAN LEACH

Date: 2 MARCH 2009

NOTES

1. The Documents were available for inspection.
2. Please indicate your approval of this resolution by signing this document above your name and dating it below the resolution and returning it to the Company using one of the following methods:

By hand: delivering the signed copy to Simon Wilbraham, Premier House, Centrium Business Park, Griffiths Way, St. Albans AL1 2RE.

By post: returning the signed copy by post to Simon Wilbraham, Premier House, Centrium Business Park, Griffiths Way, St. Albans AL1 2RE.

Before returning the original by post, please also attach a scanned copy of the signed document to an e-mail and send it to Andrew.Bishop@weil.com.

If you do not agree with the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to a resolution, you may not revoke your agreement.
4. Where, within 28 days of the day of circulation of this resolution, insufficient agreement has been received for the resolution to pass, the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us within 28 days of the day of circulation of this resolution.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.