

**AMWORLD COURIERS (UK) LIMITED**  
**(Company Number 01974849)**  
**("Company")**

**WRITTEN RESOLUTION**

**CIRCULATION DATE: 1 APRIL 2008**

FRIDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposes that

- Resolutions 1, 2 and 4 below are passed as ordinary resolutions (together **Ordinary Resolutions**), and
- Resolution 3 below is passed as a special resolution (**Special Resolution**)

**RESOLUTION 1                      ORDINARY RESOLUTION**

TO increase the authorised share capital of the Company from £100,000 to £200,000 by the creation of 100,000 Redeemable Preference Shares of £1 in the capital of the Company

**RESOLUTION 2                      ORDINARY RESOLUTION**

TO authorise the directors generally and unconditionally for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to the amount of the authorised share capital with which the Company is incorporated from time to time provided that this authority is for a period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused

**RESOLUTION 3                      SPECIAL RESOLUTION**

THAT the Articles of Association be amended by the insertion of a new Article 15 as follows

**REDEEMABLE PREFERENCE SHARES**

- 15      In this article, **Redeemable Preference Shares** means the designated Redeemable Preference Shares of £1 each in the share capital of the Company from time to time. The Redeemable Preference Shares shall have the following rights and be subject to the following restrictions
- 15 1      The Redeemable Preference Shares shall not entitle the holders to any payment of a dividend
- 15 2      On a return of capital on liquidation or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be distributed amongst the holders of the Redeemable Preference Shares to the extent required for the return of capital on those Shares
- 15 3      The Redeemable Preference Shares shall not confer any right to receive notice of, attend or vote at any general meeting of the Company, except where the resolution(s) proposed to be passed at such meeting relate(s) to the variation of any right(s) attaching to those Shares or any of them
- 15 4      The Redeemable Preference Shares shall, subject to the Act, be redeemed as follows
- 15 4 1      the Company shall redeem all the Redeemable Preference Shares then in issue immediately prior to either a sale of a

majority of the ordinary shares in the share capital of the Company or of the Company's assets or if the Company is quoted on a recognised stock exchange, and

15 4 2 the Company shall redeem all the Redeemable Preference Shares then in issue on the earlier of (1) the discharge of all liabilities owed to the Company by AmWorld Developments Limited or (2) 31 March 2018

- 15 5 Where Redeemable Preference Shares are to be redeemed in accordance with article 15 4, the Company shall give to the holders of the Redeemable Preference Shares falling to be redeemed prior notice in writing of the redemption (**Company Redemption Notice**) The Company Redemption Notice shall specify the shares to be redeemed and the date fixed for redemption (which, in the case of a redemption pursuant to Article 15 4 2, shall be the expected date for redemption) and shall be given not less than 20 nor more than 28 Business Days prior to the date fixed for redemption In the case of a redemption pursuant to Article 15 4 1, the Company Redemption Notice shall be conditional on such sale or quotation occurring within one month of the date fixed for redemption, failing which the Company Redemption Notice shall be revoked
- 15 6 If the Company is unable, because of having insufficient available profits, to redeem in full the relevant number of Redeemable Preference Shares on the date fixed for redemption, the Company shall redeem as many of such Redeemable Preference Shares as can lawfully and properly be redeemed and the Company shall redeem the balance as soon as it is lawfully and properly able to do so
- 15 7 If the Company is at any time redeeming less than all the Redeemable Preference Shares from time to time in issue, the number of Shares to be redeemed shall be apportioned between those holders of the Redeemable Preference Shares then in issue pro rata according to the number of Redeemable Preference Shares held by them respectively at the date fixed for redemption
- 15 8 On the date fixed for redemption, each of the holders of the Redeemable Preference Shares falling to be redeemed shall be bound to deliver to the Company, at the Company's registered office, the certificate(s) for such Redeemable Preference Shares (or an indemnity, in a form reasonably satisfactory to the Board, in respect of any lost certificate) in order that the same may be cancelled Upon such delivery, the Company shall pay to the holder (or, in the case of any joint holders, to the holder whose name stands first in the Company's register of members in respect of such Shares) the amount due to it in respect of such redemption against delivery of a proper receipt for the redemption monies
- 15 9 If any certificate delivered to the Company pursuant to Article 15 8 includes any Redeemable Preference Shares not falling to be redeemed on the date fixed for redemption, a new certificate in respect of those Shares shall be issued to the holder(s) thereof as soon as practicable thereafter (and, in any event, within 20 Business Days thereafter)
- 15 10 There shall be paid on the redemption of each Redeemable Preference Share an amount of £1 per share plus cumulative interest at 6% per annum subject to the Company having available profits or other monies which may be lawfully applied for such redemption, at that time becoming a debt due from and immediately payable by the Company to the holders of such Redeemable Preference Shares

#### **RESOLUTION 4      ORDINARY RESOLUTION**

TO ratify the decisions taken by the directors at the Board Meeting on 1 April 2008, including specifically the agreement to allot 95,528 Redeemable Preference Shares of £1 each in the capital of the Company to David Benedict Rustom and 4,472 Redeemable Preference Shares of £1 each in the capital of the Company to Douglas Cecil Rustom

#### **AGREEMENT**

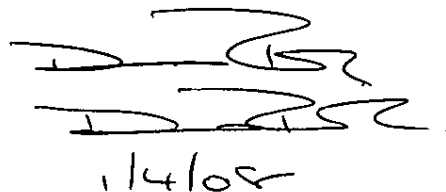
Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and the Special Resolution

The undersigned, a person entitled to vote on the Ordinary Resolutions and the Special Resolution on 1 April 2008, hereby irrevocably agrees to the Ordinary Resolutions and the Special Resolution

**Douglas Cecil Rustom**

**David Benedict Rustom**

**Date**



1/4/08

## STATEMENT ACCOMPANYING WRITTEN RESOLUTION

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods  
  
By Hand delivering the signed copy to Alexandra Holden, B P Collins, Collins House, 32-38 Station Road, Gerrards Cross, Bucks, SL9 8EL  
  
Post returning the signed copy by post Alexandra Holden, B P Collins, Collins House, 32-38 Station Road, Gerrards Cross, Bucks, SL9 8EL  
  
Fax faxing the signed copy to 01753 889870 marked "For the attention of AVH"  
  
E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Alexandra.Holden@bpcollins.co.uk Please enter "Written resolution" in the e-mail subject box
- 2 If you do not agree to 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 the Resolution, you may not revoke your agreement
- 4 Unless with 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 5 This Resolution will be passed when the required majority of eligible members (in this representing not less than 75% of the total voting rights of eligible members) have signified their agreement to it