

Company number 02018211

The Companies Act 2006

Company limited by shares

Written resolutions

of

Saxton Bampfylde Hever Limited (the "Company")

26 June 2008 (the "Circulation Date")

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

Special Resolutions

1 **That** the articles of association of the Company be and they are amended by:

- (a) the deletion of article 17 in its entirety; and
- (b) the addition of the following article after the existing Article 6(J)

"6(K) Notwithstanding any contrary provisions in these Articles and/or Table A, the board of Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

- (a) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the board of Directors shall forthwith register any such transfer of shares or shares upon receipt and furthermore, notwithstanding anything to the contrary contained in these Articles and/or Table A, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles and/or Table A or otherwise howsoever to require such

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shares to be transferred to them whether for any valuable consideration or otherwise "


- 2 **That** the memorandum of association of the Company be and is amended by the addition of the following paragraphs to the objects clause after paragraph (CC)

"(DD) to lend, advance or deposit money or give or provide credit or any other form of financial accommodation to any person, firm, company or other entity whatsoever and whether with or without security or otherwise on such terms as may be thought fit;

(EE) to the extent permitted by law, to give any form of financial assistance (as defined in Section 152, Companies Act 1985), directly or indirectly, for the purpose of, or in connection with, any acquisition or proposed acquisition of shares in the company, or holding company of the company, and/or any reduction or discharge of a liability incurred by any person for the purpose of such an acquisition,

And it is declared that

- (a) none of the objects set out above in this clause (EE) shall be restrictively construed but the widest interpretation shall be given to each such object which shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other object set out above;
- (b) none of the sub-clauses of this clause shall be construed as being subsidiary or ancillary to any of the objects specified in any other sub-clause and the same shall each be construed as if they constituted the objects of a separate, distinct and independent company; and
- (c) the word "**company**" in this clause, except where used in reference to the company shall include any partnership or other body of persons, whether incorporated or not, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere. The word "**person**" shall include any company as well as any legal or natural person and the words "**and**" and "**or**" shall also mean "**and/or**" where the context so permits "

Signed: ...  ...
Name: Stephen Bampfylde
Number of class A shares 9450
Date: 26 JUNE 2008

Signed: ...  ...
Name: Lord Dennis Stevenson

Number of class B shares 3,051

Date: . . . 26 JUNE 2008 . . .

Signed: 

Name Peter Wallis

Number of class B shares: 999

Date: . . . 26 JUNE 2008 . . .

Signed: 

Name: Douglas Board

Number of class A shares. 1,050

Number of class B shares. 450

Date . . . 26 JUNE 2008 . . .

.
duly authorised signatory

for and on behalf of

Hat Pin plc (in administration)

Number of class A shares 24,500

Number of class B shares 10,500

Date

Number of class B shares 3,051

Date . .

Signed . . .

Name Peter Wallis

Number of class B shares 999

Date . . .

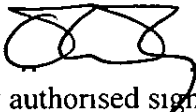
Signed . . .

Name Douglas Board

Number of class A shares 1,050

Number of class B shares 450

Date . .



duly authorised signatory

for and on behalf of

Hat Pin plc (in administration)

acting by one of its administrators

as agent of the company without personal liability

Number of class A shares 24,500

Number of class B shares 10,500

Date 26 June 2008 .