

Number of Company 2593893

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

**RESOLUTIONS OF OPALREALM WORMSER LIMITED**

FRIDAY



A37 \*AS96OMQH\* 02/02/2007 735  
COMPANIES HOUSE

We, the undersigned, being all the members for the time being of the above named Company entitled to receive notice of and to attend and vote at general meetings hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

**ORDINARY RESOLUTION**

THAT the 1,000 shares comprising the authorised share capital of the Company be reclassified as 200 'A' shares of £1 each, 200 'B' shares of £1 each, 200 'C' shares of £1 each, 200 'D' shares of £1 each and 200 'E' shares of £1 each AND THAT the 100 shares in issue as at the date of the passing of this resolution be held to be 'A' shares AND FURTHER THAT the rights attaching to the various classes of shares shall be as set out in the Company's Articles of Association.

**SPECIAL RESOLUTION**

THAT paragraph 5 of the Company's Memorandum of Association be deleted and the following paragraph inserted in its place:

"5. The Company's share capital is £1,000 divided into 200 'A' shares of £1 each, 200 'B' shares of £1 each, 200 'C' shares of £1 each, 200 'D' shares of £1 each and 200 'E' shares of £1 each."

**SPECIAL RESOLUTION**

THAT the existing Articles of Association of the Company be amended as follows:

(1) The following Article to be inserted after the existing Article 1:

**SHARE CAPITAL**

1A. The share capital of the Company at the date of adoption of these Articles is £1,000 divided into 200 'A' shares of £1 each 200 'B' shares of £1 each, 200 'C' shares of £1 each, 200 'D' shares of £1 each and 200 'E' shares of £1 each The rights and privileges attaching to the respective classes of shares shall be as follows:

*As regards ownership*

No 'B', 'C', 'D' or 'E' shares shall be held by any person unless such person be a director or employee of the Company.

*As regards voting*

The holders of the 'B' shares, the 'C' shares, the 'D' shares and the 'E' shares shall not be entitled to receive notice of, or attend, or vote at any general meeting of the Company.

*As regards income*

The 'A' shares, the 'B' shares, the 'C' shares, the 'D' shares and the 'E' shares shall rank *pari passu* with regard to entitlement to dividend except that the directors may at any time resolve to declare different dividends in relation to each class of share and may also resolve to declare a dividend on one or more classes of share and not another class or classes.

*As regards capital*

On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied:

- (i) first in paying to the holders of the 'A' shares an amount per share equal to the sum paid up or credited as paid up thereon;
- (ii) next and subject to (i) above, in paying to the holders of the 'B' shares, the 'C' shares, the 'D' shares and the 'E' shares an amount per share equal to the sum paid up or credited as paid up thereon;
- (iii) next and subject to (i) and (ii) hereof, the balance of such assets shall belong to and be distributed amongst the holders of the 'A' shares in proportion to the amounts paid up or credited as paid up thereon.

(2) The following Article to be inserted after Article 18:

19. If a holder of 'B', 'C', 'D' or 'E' shares in the Company, also being a director or employee of the Company, shall leave the employment of the Company at any time and for whatever reason he shall be bound forthwith to transfer all the 'B', 'C', 'D' or 'E' shares registered in his name to the holders for the time being of the 'A' shares in the proportion which they hold the said 'A' shares at that time and such shares shall be transferred at par value.

Signed

Dated

10.1.2007.

10/01/07