

COMPANY NUMBER: 2824402

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF INDEPENDENT CAPITAL CORPORATION LIMITED

(PASSED ON 1ST DAY OF SEPTEMBER 2011)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 1st September 2011, the following resolution was duly passed as a Special Resolution of the Company -

SPECIAL RESOLUTIONS

- 1) That the authorised share capital of the Company being 500,000 be increased to an authorised share capital of £1,000,000
- 2) With effect from the time of the passing of this Resolution The Directors be unconditionally authorised pursuant to Companies Act 2006 to allot relevant securities (as defined by the Act) up to a maximum amount of £500,000 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before expiry of this authority
- 3) A copy of the special resolutions after being filed with Companies House is to be attached to the Memorandum and Articles of Association of the Company covering the new clauses as set out below

(a) The Share Capital of the Company is £690,000, divided into 690,000 Ordinary Shares of £1 each ("Ordinary Shares") thus 500,000 existing Ordinary Shares, with 190,000 new Ordinary Shares

(b) The balance of €194,182 of the Loan of €350,000 initially advanced to the Company by Jemerik SA and the amount of €22,024 in respect of interest on the loan which remained unpaid at 1 September 2011 would be converted into Ordinary Shares of £1 with effective from 1st September 2011

- 4) The Chairman reported that all necessary consents to short notice having been obtained, the Special Resolution being proposed at the EGM had been duly passed and that the authorised share capital of the company now consisted of -

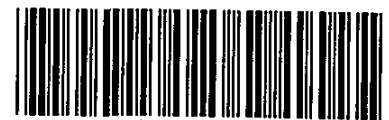
1,000,000 Ordinary Shares of £1 each

And that the issued shares of the Company were at present held as follows

No. Of Ordinary Shares

Jemerik S A	670,000
Jean-Michel Chamboulive	20,000

SATURDAY



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COMPANIES HOUSE

- 5) It was resolved that the Company having received the duly signed application for the allotment referred to below together with the relative subscription, the following allotments be made -

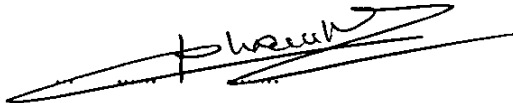
Name of Applicant

Number/Class of Shares

Jemerik S A

190,000 Ordinary Shares

- 6) It was resolved to seal and issue a share certificate in the name of the allottee named above
- 7) Finally the Secretary was instructed to arrange for the necessary documents to be filed with Companies House in conjunction with the business referred to above
- 8) There being no further business the Meeting was concluded

A handwritten signature in black ink, appearing to read 'Chairman', written over a horizontal line.

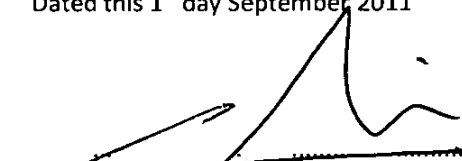
Chairman

INDEPENDENT CAPITAL CORPORATION LIMITED

CONSENT TO SHORT NOTICE

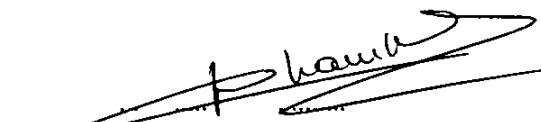
We, the undersigned, being the shareholders of the entire issued capital of Independent Capital Corporation Limited, hereby consent to the Meeting convened by the attached notice being held and the resolutions set out therein being proposed and passed notwithstanding that less than statutory or minimum period of the notice may be given

Dated this 1st day September 2011



Jemerk S A

(Duly Authorised Representative)



Jean-Michel Chamboulive

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INDEPENDENT CAPITAL CORPORATION LIMITED

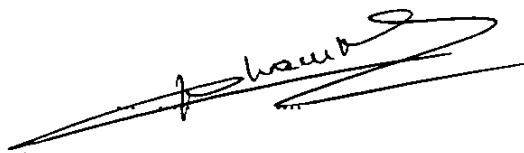
NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at 6 St Catherine Mews, London SW3 2PX at 2 00 pm on the 1st day of September 2011 for the purposes of considering and, if thought fit, passing the following special resolutions -

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Date this 1st day of September 2011

By order of the Board



Chairman

A member of the Company entitled to attend the above-mentioned Meeting may appoint a proxy and, on a poll, to vote in his stead A proxy need not be member of the Company

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