

Company No: 2999657

**The Companies Acts 1985 and 1989
Company Limited by Shares
Written Resolution
of**

Chadwick Nott (Holdings) Limited ("the Company")

We the undersigned shareholders, being together the holders of all the shares of the above-named company now issued and entitled to receive notice of and to attend and vote at General Meetings, **hereby resolve** pursuant to section 381A of the Companies Act 1985 as follows:

1. **That** the 1 ordinary D share of £1 in the capital of the Company held by Charles Gordon Elderton be redesignated as 1 ordinary C share of £1 in the capital of the Company, having the rights set out in the Articles of Association of the Company.
2. **That** 3 of the ordinary B shares of £1 each in the capital of the Company held by Justin Nott be redesignated as 3 ordinary C shares of £1 each in the capital of the Company, having the rights set out in the Articles of Association of the Company.
3. **That** 4 of the ordinary B shares of £1 each in the capital of the Company held by Simon Chadwick be redesignated as 4 ordinary C shares of £1 each in the capital of the Company, having the rights set out in the Articles of Association of the Company.

Dated this 14th day of December 2006



Simon Chadwick



Justin Nott



Charles Elderton



EDX
COMPANIES HOUSE

ESB0L002

335

6/1/07