

## THE COMPANIES ACTS 1985-2006

## COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTIONS

of

## QPR HOLDINGS LIMITED

(the 'Company')

(Passed on 5 December 2008)

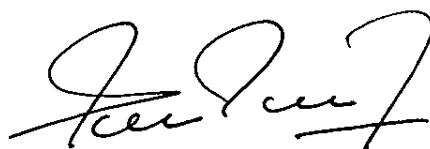
The following written resolutions of the Company were passed as ordinary and special resolutions in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the '2006 Act'):

## Ordinary Resolutions

1. 'That the Company's authorised share capital be increased from £16,000,000 to £31,000,000 by the creation of 1,500,000,000 ordinary shares of 1p each, such new shares to rank *pari passu* with the existing ordinary shares in the capital of the Company.'
2. 'That, in substitution for all existing authorities, with effect from the date of this resolution the directors be unconditionally authorised pursuant to s 80 Companies Act 1985 (the '1985 Act') to exercise any power of the Company to allot relevant securities (as defined by the 1985 Act) up to a maximum nominal amount of £15,000,000 at any time or times during the period of five years from the date of this resolution and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.'

## Special Resolution

3. 'That, in substitution for all existing authorities and subject to the passing of Resolution 2, pursuant to s 95 of the 1985 Act, s 89(1) of the 1985 Act shall not apply to the allotment of equity securities (as defined in the 1985 Act) by the directors for so long as the directors shall be authorised pursuant to s 80 of the 1985 Act to allot relevant securities (as defined by the 1985 Act).'



Chairman

SATURDAY



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\*AETCX6SO\*

24/01/2009

COMPANIES HOUSE

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