Company No: 03588080

# THE COMPANIES ACTS 1985 to 2006

#### PRIVATE COMPANY LIMITED BY SHARES

### WRITTEN RESOLUTION

of

#### TA I LIMITED

(the "Company")

17 MARCH

2011

(the "Circulation Date")

We, the undersigned, being persons who at the Circulation Date have the right to attend and vote at a general meeting of the Company, hereby resolve in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "2006 Act") as follows and agree that the following resolutions shall for all purposes be as valid and effective as if they had been passed as ordinary resolutions at a general meeting of the Company duly convened and held

# **ORDINARY RESOLUTIONS**

## THAT:

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- (1) the provision of the Company's memorandum of association setting out the share capital of the Company, which was in force immediately before 1 October 2009 and which is now deemed to form part of the Company's articles by virtue of Section 28 of the 2006 Act, be revoked pursuant to paragraph 42 of Schedule 2 to the Companies Act 2006 (Commencement No.8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860); and
- (ii) the Directors of the Company be generally and unconditionally authorised for the purpose of section 551 of the 2006 Act to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of US\$1,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or Section 551 of the 2006 Act or deemed to have been conferred under section 551 of the 2006 Act

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For and on behalf of

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WILLIS INVESTMENT UK HOLDINGS LIMITED

Date 17 MARCH 2011

See 300

For and on behalf of

( )

WILLIS INVESTMENT UK HOLDINGS LIMITED

Date 17 MARGE 2011