

Company No: 3588435

THE COMPANIES ACT 1985, 1989 AND 2006
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
of


TRINITY ACQUISITION LIMITED

(the "Company")

We, the undersigned, being persons who at the circulation date of this resolution have the right to attend and vote at a General Meeting of the Company, hereby irrevocably agree to the following special resolutions of the Company as indicated below in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended):

SPECIAL RESOLUTIONS

- (1) THAT the Company be, and the Directors be, and are hereby, authorised to apply for the Company to be, re-registered as a public company pursuant to section 43 of the Companies Act 1985 under the name Trinity Acquisition plc and that the name of the Company be changed accordingly;
- (2) THAT the Memorandum of association of the Company be altered as follows: by deleting the name of the Company as set out in clause 1 and substituting in its place the name Trinity Acquisition plc; by inserting a new clause 2 stating: "1.2 The Company is to be a public company"; and by renumbering clauses to 3-6 respectively; and that the Articles of Association in the form annexed hereto are hereby adopted as the Company's Articles of Association in substitution for, and to the exclusion of, the Company's existing Articles of Association.


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for and on behalf of
TA III LIMITED


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for and on behalf of
WILLIS INVESTMENT UK HOLDINGS LIMITED

DATED: **2** April 2009
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