

WE HEREBY CERTIFY THIS TO BE A  
TRUE COPY OF THE ORIGINAL

SIGNED

for and on behalf of

CLIFFORD CHANCE SECRETARIES (CCA) LIMITED

Dated 01/03/2010

Company Number 04191096

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS  
OF  
PREFERRED HOLDINGS LIMITED  
(the "Company")

Circulated on 20 January 2010 (the "Circulation Date")

MONDAY



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01/03/2010

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole member of the Company proposes that resolutions 1 and 2 are passed as ordinary resolutions and that resolution 3 is passed as a special resolution (together the "Resolutions")

ORDINARY RESOLUTIONS

- 1 "THAT Anthony John Patrick Brereton, having consented to act, be appointed as a director of the Company with effect from 20 January 2010, and
- 2 THAT Richard Harper, having consented to act, be appointed as a director of the Company with effect from 20 January 2010

SPECIAL RESOLUTION

- 3 "THAT Article 31 and Article 37 of the Articles of Association of the Company be deleted and replaced with the following new Article 31 and Article 37

31 DIRECTORS' INTERESTS

- 31 1 Provided that, where the interest falls within the category described in Article 31 3 1 or 31 3 2, authorisation has been obtained pursuant to Article 31 3, a director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting
- 31 2 Each director shall comply with his obligations to disclose the nature and extent of his interests in proposed and existing transactions and arrangements with the Company under sections 177 and 182 of the Companies Act 2006 (the "2006 Act") A director shall not be required to disclose the nature and extent of his interests in proposed transactions and arrangements with the Company under this article 31 2 where the interest or potential interest has arisen by reason of that director also acting as a director of any group undertaking (as defined in section 1161(5) of the 2006 Act)

- 94 3 The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise
- 94 3 1 any matter which would or might otherwise constitute or give rise to a breach of the duty of a director to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties),
- 94 3 2 a director to accept or continue in any office, employment or position in addition to his office as a director of the Company and without prejudice to the generality of article 94 3 1 of this article 94 may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises,
- provided that for this purpose the director in question and any other interested director are not counted in the quorum at any board meeting at which such matter, or such office, employment or position, is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted
- 94 4 For the purposes of this article 94 an interest includes both direct and indirect interests
- 94 5 A director shall not be regarded as in breach of the duty set out in section 175 of the 2006 Act in relation to conflicts of interest or potential conflicts of interest which arise by reason of that director also acting as a director of any group undertaking (as defined in section 1161(5) of the 2006 Act)
- 94 6 Where a matter, or office, employment or position, has been authorised by the directors subject to terms and conditions under article 94 3, the director must act in accordance with those terms and conditions
- 94 7 If a matter, or office, employment or position, has been authorised by the directors in accordance with this article 94 then
- 94 7 1 the director shall not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the Company or to use such information in relation to the Company's affairs if to make such a disclosure or use would result in a breach of duty or obligation or confidence owed by him to another person in relation to or in connection with that matter, or that office, employment or position,
- 94 7 2 the director may absent himself from meetings of the directors at which anything relating to that matter, or that office, employment or position, will or may be discussed, and
- 94 7 3 the director may make such arrangements as such director thinks fit for Board and committee papers of the Company to be received and read by a professional adviser on behalf of that director
- 94 8 The general duties which a director owes to the Company pursuant to sections 171 to 177 of the 2006 Act will not be infringed by anything done (or omitted to be done) by a director in accordance with the provisions of this article or any terms or conditions imposed pursuant to article 94 3
- 94 9 A director shall not, by reason of his office, (and save as otherwise agreed by him) be accountable to the Company for any benefit which he derives from any matter, or from any office, employment or position, which has been approved by the directors pursuant to this article 94 (subject to any limits or conditions to which such approval was subject), nor shall the receipt of such benefit constitute a breach of his duty under section 176 of the 2006 Act, and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit
- 94 10 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company

## **118 INDEMNITY OF OFFICERS AND FUNDING DIRECTORS' DEFENCE COSTS**

- 118 1 For the purposes of this Article a "liability" is any loss or liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office in relation to the Company,
- 118 2 Subject to the provisions of, and so far as may be permitted by and consistent with the Act and the 2006 Act and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director or other officer of the Company (other than any person (whether or not an officer of the Company) engaged by the Company as auditor) shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in relation to the Company provided that such indemnity shall not apply in respect of any liability incurred by him
- 118 2 1 to the Company or to any Associated Company (which has the meaning given to that term in section 256 of the 2006 Act), or
- 118 2 2 to pay a fine imposed in criminal proceedings, or
- 118 2 3 to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising), or
- 118 2 4 in defending any criminal proceedings in which he is convicted, or
- 118 2 5 in defending any civil proceedings brought by the Company, or an Associated Company, in which judgment is given against him, or
- 118 2 6 in connection with any application under any of the following provisions in which the court refuses to grant him relief, namely
- (a) section 144(3) or (4) of the Act (acquisition of shares by innocent nominee) or section 661 (3) or (4) of the 2006 Act (power of court to grant relief in case of acquisition of shares by innocent nominee) from the date of commencement of that section, or
- (b) section 1157 of the 2006 Act (general power to grant relief in case of honest and reasonable conduct)
- 118 3 Subject to the provisions of, and so far as may be permitted by and consistent with the Act and the 2006 Act and without prejudice to any indemnity to which he may otherwise be entitled, the Company shall indemnify every person who is or was a director or officer of the Company acting as a trustee of an occupational pension scheme (within the meaning of section 235(6) of the 2006 Act) against all costs, charges, losses and liabilities incurred by him in relation thereto provided that such indemnity shall not apply in respect of any liability incurred by him
- 118 3 1 to pay a fine imposed in criminal proceedings, or
- 118 3 2 to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising), or
- 118 3 3 in defending criminal proceedings in which he is convicted
- 118 4 Without prejudice to article 118 2 or 118 3 as appropriate or to any indemnity to which a director may otherwise be entitled, and subject to the provisions of, and so far as may be permitted by and consistent with the Act and the 2006 Act and otherwise upon such terms and subject to such conditions as the board may in its absolute discretion think fit, the board shall have the power to make arrangements to provide a director or other officer with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with an application under section 144(3) or (4) of the Act (acquisition of shares by innocent nominee) or section 661(3) or (4) of the 2006 Act (power of court to grant relief in case of acquisition of shares by innocent nominee) from the date of commencement of that section, or section 1157 of the 2006 Act (general power to grant relief in case of honest and reasonable conduct) or in defending himself in an investigation by a regulatory authority or

against action proposed to be taken by a regulatory authority or to enable a director to avoid incurring any such expenditure, so long as if it is done under the terms as provided under section 205 of the 2006 Act

- 118 5 Subject to the provisions of, and so far as may be permitted by and consistent with and without prejudice to any protection from liability which may otherwise apply, the directors shall have power to purchase and maintain for any director or other officer of the Company, insurance against any liability as is mentioned in articles 118 2, 118 3 and 118 4
- 118 6 This article 118 shall only have effect in so far as its provisions are not avoided by section 232 of the 2006 Act
- 118 7 Regulation 118 in Table A shall not apply to the Company \*

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

We the undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions



RICHARD HARPER

For and on behalf of Preferred Holdings Ltd

Dated 20 January 2010

## NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period