

Company Number 04213411

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

ROCK PLACE MANAGEMENT LIMITED ("Company")

AUGUST 2008

SATURDAY



A48 \*A56233OH\* 04/10/2008 99  
COMPANIES HOUSE

Pursuant to Chapter 2 Part 13 of the Companies Act 2006, the members of the Company propose THAT the following resolutions are passed as special resolutions

### SPECIAL RESOLUTIONS

- 1 That, subject to compliance with sections 155 to 158 of the Companies Act 1985, the giving of financial assistance by the Company to BIMM Limited (Company Number 06347465) of 6 Lansdowne Mews, London W11 3BH for the purpose of acquiring shares in the Company or reducing or discharging liabilities they or any other person or persons have incurred within the meaning of section 152(3) of the Companies Act 1985 and the terms and arrangements contemplated by the execution, delivery and performance by the BIMM Limited of the Share Purchase Agreement be and are hereby approved
- 2 That the approval for the Company to enter into the Share Purchase Agreement be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985

### AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on 26 August 2008, hereby irrevocably agrees to those resolutions as indicated above

Signed by

BRUCE DICKINSON

DAMIAN KEYES

Date

26.08.2008

### NOTES

- 1 If you agree with the resolutions above, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 Once you have indicated your agreement to the resolutions above, you may not revoke your agreement
- 3 Unless, by 2008, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date

Company Number 04213411

---

**BOARD MEMORANDUM  
OF ROCK PLACE MANAGEMENT LIMITED  
("Company")**

---

Memorandum in connection with the proposed arrangement whereby the Company will give financial assistance for the acquisition of its own shares, particulars of which are given in the statutory declaration made by the directors this day pursuant to Section 155(6) of the Companies Act 1985 ("the Act")

- 1 As at close of business on 26 August 2008 the aggregate of the Companies assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated
- 2 From our knowledge of events since that date and the likely course of the Company's business, the directors have formed the opinion that the aggregate of the Company's assets will exceed the aggregate of its liabilities immediately before the proposed financial assistance is given and that the giving of such financial assistance will not reduce the net assets of the Company



---

SIGNED ON BEHALF OF THE BOARD

DATED 26 August 2008

(Same date as Statutory Declaration of Directors)

