

**C L I F F O R D
C H A N C E**

Company No 04309178

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

OF THE SOLE SHAREHOLDER OF

EASTBROOK FACILITIES HOLDINGS LIMITED (the "Company")

Eastbrook Facilities Holdings 2 Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution which has been proposed as a special resolution

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by inserting the following new articles:

5A SECURED SHARES

5A1 Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register the transfer of a share (whether or not it is a fully paid share)

5A1 1 pursuant to the enforcement of any security granted over the shares which are the subject of such transfer to any bank, financial institution or other person in whose favor any such share has been charged by a member by way of security (or to any nominee of, or to any person acting as agent or security trustee for, any such bank, financial institution or other person (a "Secured Institution"), or

5A1 2 delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share, or

5A1 3 executed by a Secured Institution pursuant to a power of sale or other powers conferred by or pursuant to such security or by law,

and may not suspend the registration of any such transfer and, furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor, or proposed transferor, of any such share to a Secured Institution, and no Secured Institution, shall (in respect of any transfer referred to above) be required to

(i) offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the Articles or otherwise howsoever to



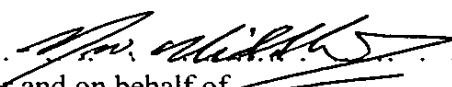
require any such share to be transferred to that member whether for any valuable consideration or otherwise, and

(ii) comply with any process or procedure contained in these Articles in order to transfer such shares

5A2 Notwithstanding anything to the contrary contained in these Articles, on the enforcement of any security or in order for a Secured Institution (as defined in Article 5A1 above) to perfect its security on any share the Company shall have no lien on any share that has been charged to a Secured Institution (as defined in Article 5A1 above) by a member by way of security

The undersigned, a person entitled to vote on the above resolutions on 6 July 2011 hereby irrevocably agreed to the Special Resolution

Dated . . . 6 July 2011 .

Signed  . . .
For and on behalf of

EASTBROOK FACILITIES HOLDINGS 2 LIMITED

NOTES

- 1 The circulation date of this resolution is 6/7/11 This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date Only such eligible members (or persons duly authorised on their behalf) should sign this resolution
- 2 An eligible member can signify its agreement to the resolution by signing the resolution and by delivering a copy of the signed resolution to an officer of the Company by hand
3. This resolution must be passed within 28 days of the circulation date above. If the resolution is not passed by such date it will lapse The agreement of a member to this resolution is ineffective if signified after this date
4. A copy of this resolution has been sent to the auditors