

Company number 04503206

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

A J Bell Holdings Limited (**Company**)

2 April 2008 (**Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**)

SPECIAL RESOLUTION

THAT each of the 'A' non-voting ordinary shares of 0.1 pence each forming part of the issued share capital of the Company which is registered in the names of those members of the Company whose names and addresses are set out in the annexed schedule and details of which are set out opposite their respective names (which have been sold to Invesco Asset Management Limited (company number 00949417) acting as agent for and on behalf of its discretionary managed funds) be and is hereby converted into one ordinary voting share of 0.1 pence each in the capital of the Company having the same rights as and ranking equally in all respects with the existing ordinary voting shares of 0.1 pence each in the capital of the Company

AGREEMENT

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

The undersigned, being persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution

THURSDAY



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24/04/2008

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COMPANIES HOUSE

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand delivering the signed copy to Bruce Robinson of Mace & Jones, Drury House, 19 Water Street, Liverpool, L2 0RP

Post returning the signed copy by post to Mace & Jones, Drury House, 19 Water Street, Liverpool, L2 0RP (FAO Bruce Robinson)

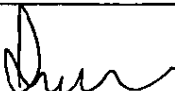
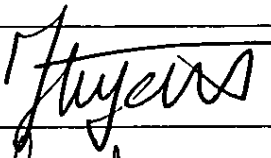

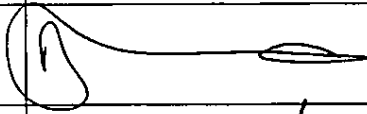
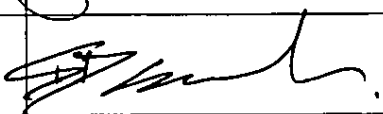

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

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4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

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Name	Signature	Date
Andrew James Bell		4 April 2008
Nicholas Francis Littlefair		
Fergus John Patrick Lyons		4 April 2008
Allen - CA Craig Allen Albercht		4 April 2008
Bernard Nigel Yardley		4 April 2008
Ian Douglas Coulson		4 April 2008
Michael Shelmerdine		4 April 2008
James Martin		
Bony (Nominees) Limited		
HSBC Global Custody Nominees (UK) Limited		
Roy Nominees Limited		
State Street Nominees Limited		
Vidacos Nominees Limited		
Chase Nominees Limited		

NOTES

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written resolution - reclassification - Invesco doc2

Name	Number of 'A' non-voting shares of 0.1 pence each to be converted
Ian James Bell	29,531
Mark Brian Ridley	4,000
Malcolm Neil Gordon	37,500
Richard Stuart Taylor	25,000
Andrew Teale	4,000
Elizabeth Ann Carrington	4,000
Nicholas Michael Carrington	4,000
Gareth Clive James	3,400
Anne McKenna	4,000
Jonathan Simon Prescott	4,000
Robert Stephen Pooley	4,000

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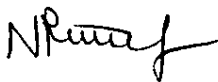
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Bernard Nigel Yardley		
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James Martin		
Bony (Nominees) Limited		
HSBC Global Custody Nominees (UK) Limited		
Roy Nominees Limited		
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Vidacos Nominees Limited		
Chase Nominees Limited		

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ID: 20080930339/01 AUTHORISED-CALLBACK
COMPLETE;MEETS MIFT

Name	Signature	Date
Andrew James Bell		
Nicholas Francis Littlefair		
Fergus John Patrick Lyons		
Craig Alan Albercht		
Bernard Nigel Yardley		
Ian Douglas Coulson		
Michael Shelmerdine		
James Martin		
Bony (Nominees) Limited		
HSBC Global Custody Nominees (UK) Limited		
Roy Nominees Limited		
State Street Nominees Limited		
Vidacos Nominees Limited	 MARK TARRAN DIRECTOR 020 7500 8577	03/04/08
Chase Nominees Limited		

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Gareth Clive James	3,400
Anne McKenna	4,000
Jonathan Simon Prescott	4,000
Robert Stephen Pooley	4,000

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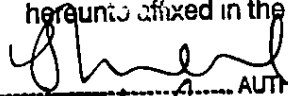
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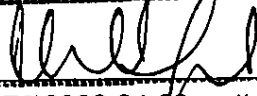
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Bernard Nigel Yardley		
Ian Douglas Coulson		
Michael Shelmerdine		
James Martin		
Bony (Nominees) Limited		
HSBC Global Custody Nominees (UK) Limited		
Roy Nominees Limited		
State Street Nominees Limited		
Vidacos Nominees Limited		
Chase Nominees Limited		31/10/08

THE COMMON SEAL
OF CHASE NOMINEES LTD

hereunto affixed in the presence of



AUTHORISED SIGNATORY



AUTHORISED SIGNATORY

NOTES

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Invesco doc2

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