

Company No: 4669559

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**-of-**

**J-WHARF LIMITED (the "Company")**

**CIRCULATION DATE: 16 SEPTEMBER 2009**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned being the members of the Company entitled to attend and vote at a general meetings of the Company, **HEREBY RESOLVE** and agree that the following resolutions ("**Resolutions**"), proposed by the directors of the Company, be passed as special resolutions and that each such resolution be as valid and effectual as if they had been passed at a general meeting of the Company duly convened and held:-

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions. The undersigned, the persons entitled to vote on the above Resolutions on 16 September 2009, hereby irrevocably agree to the Resolutions:-

**RESOLUTIONS**

- 2 That each "A" and "B" ordinary share of £1.00 each in the capital of the Company be subdivided into 100 "A" or "B" (as the case maybe) ordinary shares of £0.01 each having the rights and obligations set out in the articles of association of the Company ("the Articles") as amended by the following changes to the Articles:-

- (a) the definition of "A" Ordinary Shares" be changed to read:-

"means "A" ordinary shares of £0.01 each having the rights and restrictions set out in these Articles; and

- (b) the definition of "B" Ordinary Shares" be changed to read:-

**SATURDAY**



"means "B" ordinary shares of £0.01 each having the rights and restrictions set out in these Articles.

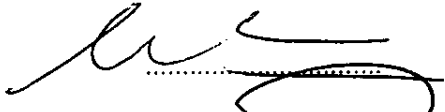
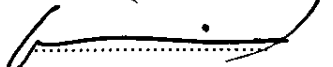
- 3 That Article 7 be amended by the addition of the following new Article 7.3:-

**7.3 Individual shareholders**

Any Shareholder being an individual may transfer shares as follows:-

- 7.3.1 one or more Privileged Relations; or
- 7.3.2 the trustee or trustees of a family trust set up wholly for the benefit of one or more Privileged Relations; or
- 7.3.3 to joint names of the individual member and one or more Privileged Relations; or
- 7.3.2 to any other individual Shareholder.

and for the purposes of this Article the expression "Privileged Relation" means a Shareholder, his spouse, lineal descendants and ascendants in direct line (including any step, adopted or illegitimate children), brothers and sisters and the spouses of any such relations

Shareholder	Director's Signature	Date of Signature
Andton Holdings Limited		16 September 2009
Mansford Holdings PLc		16 September 2009

**NOTES**

- 1 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.