

Company Number: 4800398

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

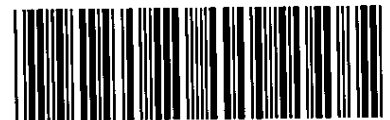
RESOLUTIONS

of

ROCK INVESTMENT HOLDINGS PLC
(the "Company")

(Passed on 8 April 2008)

FRIDAY



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11/04/2008

COMPANIES HOUSE

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At a general meeting of the Company duly convened and held on the above date, the following resolutions were passed

ORDINARY RESOLUTIONS

- 1 THAT subject to resolution 7 below being duly passed, the 25,501 ordinary shares of £1 00 each in the capital of the Company issued to PML Group be re-designated as 25,501 A ordinary shares of £1 00 each ("**A Shares**"), each having the rights and being subject to the restrictions set out in respect of such shares in the articles of association of the Company to be adopted under resolution 7 below
- 2 THAT subject to resolution 7 below being duly passed, the 24,501 ordinary shares of £1 00 each in the capital of the Company issued to Final Developments Limited be re-designated as 24,501 B ordinary shares of £1 00 each ("**B Shares**"), each having the rights and being subject to the restrictions set out in respect of such shares in the articles of association of the Company to be adopted under resolution 7 below
- 3 THAT subject to resolution 7 below being duly passed, the 949,998 unissued ordinary shares of £1 00 each in the capital of the Company be re-designated as 474,999 A Shares and 474,999 B Shares, each having the rights and being subject to the restrictions set out in respect of such shares in the articles of association of the Company to be adopted under resolution 7 below

SPECIAL RESOLUTIONS

- 4 THAT, pursuant to section 53 of the Companies Act 1985, the Company be re-registered as a private company,
- 5 THAT the name of the Company be changed to "Rock Investment Holdings Limited" with effect from the date of re-registration as a private company,
- 6 THAT, with effect from the date of re-registration as a private company, the memorandum of association of the Company be altered for this purpose by deleting the existing clauses

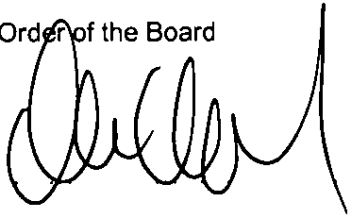
(1) and (2), substituting in their place the following clause and re-numbering the remaining clauses accordingly

"(1) The name of the Company is "Rock Investment Holdings Limited"

(2) The Company is to be a private company "

- 7 THAT, with effect from the date of re-registration as a private company, the articles of association in the form attached to these resolutions signed for the purposes of identification by the Chairman be adopted as the new articles of association of the Company in substitution for and to the exclusion of all existing articles of association

By Order of the Board

A handwritten signature in black ink, appearing to be 'D. Allen', written over the text 'By Order of the Board'.

Chairman