

HMG Online Limited
Company Number 05296331
(the "Company")

Certified a true and complete copy of the original


Shearman & Sterling LLP

Written Resolution of the Sole Member of the Company

Circulation Date 10 FEBRUARY 2011

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

1 SPECIAL RESOLUTION:

1.1 That the Company's articles of association be amended as follows

- (a) article 7 be deleted in its entirety and replaced with "7 Article 561 of the Companies Act 2006 is hereby disapplied",
- (b) article 12, paragraphs (a) – (h) be deleted in their entirety,
- (c) a new article 12(a) be inserted as follows "The Directors shall not refuse to register any transfer of shares to a bank or financial institution in connection with the granting to such bank or financial institution of a charge or other security interest over shares, or in connection with the enforcement of such charge or other security interest",
- (d) a new article 12(b) be inserted as follows "Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution", and
- (e) that the remaining articles and paragraphs of the Company's articles of association be renumbered accordingly

2 AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed by



Fowergate Risk Solutions Limited

Dated 10 February 2011

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NOTES

- 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 Andrew Hunter, Towergate House, Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN

By Post returning the signed copy by post to Andrew Hunter, Towergate House, Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN

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

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 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
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document