

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

RESOLUTION INVESTMENTS LIMITED

(Registered Number 5445871)

(the "Company")

1 May 2008

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 (the "Resolution")


SPECIAL RESOLUTION

"That the existing Articles of Association be and is hereby amended by the insertion of the following as article 12A

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall be not less than one but shall not be subject to any maximum in number. A sole director may exercise all the powers and discretions expressed by these articles to be vested in the directors generally. Regulation 64 of Table A shall be modified accordingly."

By order of the board

Date


1 May 2008

WEDNESDAY



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14/05/2008

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COMPANIES HOUSE

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006

- 1 Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions
- 2 The circulation date of the written resolutions is 1 May 2008 (the "Circulation Date")
- 3 The procedure for signifying agreement by an eligible members to written resolutions is as follows
 - (A) A member signifies his agreement to proposed written resolutions when the Company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions
 - (B) The document must be sent to the Company in hard copy form or in electronic form
 - (C) A member's agreement to written resolutions, once signified, may not be revoked
 - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them
- 4 The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

AGREEMENT BY SOLE MEMBER TO WRITTEN RESOLUTIONS

Resolution Financial Group Limited, being the sole eligible member of the Company

1 confirms that it has received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and

2. hereby resolves and agrees that the above Resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that it shall take effect as a special resolution

Signed by
Limited

for and on behalf of Resolution Financial Group



Director

Date 1 May 2008