

The Companies Act 1985 to 2006

Private Company Limited by Shares

WRITTEN RESOLUTIONS AND CLASS CONSENTS

Of

CULLUM CAPITAL VENTURES LIMITED (Company)

(Registered in England & Wales under number 5587424)

Pursuant to Chapter 2 of part 13 of the Companies Act 2006

Passed the 21 day of May 2010

We the undersigned being together the holders of not less than

- (a) three quarters in nominal value of the issued equity shares in the capital of the Company,
- (b) three quarters in nominal value of the issued A ordinary shares in the capital of the Company,
- (c) three quarters in nominal value of the issued B ordinary shares in the capital of the Company, and
- (d) three quarters in nominal value of the issued C ordinary shares in the capital of the Company,

resolve and consent, as required by section 630 Companies Act 2006 and pursuant to Chapter 2 of Part 13 of the Companies Act 2006 that the following resolution be passed as a special resolution of the Company

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended by deleting Article 4 4 in its entirety and replacing with the following new Article 4 4 -

4 4 On a Realisation

4 4 1 In the event of a Realisation, the holders of the A Ordinary Shares (as a class), the B Ordinary Shares (as a class) and the C Ordinary Shares (as a class) shall receive the proceeds of a Realisation in the following proportions, to be split within each respective class to Shareholders pro rata to the number of shares held of that class as against the number of shares of that class in issue from time to time

WEDNESDAY



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26/05/2010

COMPANIES HOUSE

15

Class of Equity Shares	Proportion of proceeds on a Realisation (in aggregate as a class) (%)
A Ordinary Shares	94.86% + c%
B Ordinary Shares	4.25%
C Ordinary Shares	0.89% x a

Where a = b divided by 10,010

PROVIDED THAT a shall never be greater than 1

And b is the amount of C Ordinary Shares in issue on a realisation

And c = 0.89% x (1-a)

*4.4.2 The holders of 75% of the A Ordinary Shares shall have the discretion to resolve (by notice in writing to the Board prior to the Realisation) that the calculation of the proportion of proceeds on a Realisation as set out in Article 4.4.1 (or any part of the same) shall be set aside and an alternative calculation shall apply in its place **provided always** that the minimum proportion of proceeds on a Realisation (in aggregate as a class) to apply to the B Ordinary Shares and the C Ordinary Shares shall never be less than that set out in Article 4.4.1 above*

AGREEMENT

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



Peter Cullum



Andrew Homer



Roger Brown



Tim Johnson



Sam Clark



Ann Cullum



Ian Patrick



For and on behalf of

CCV Trustees Limited

Dated 21 May 2010

NOTES

If you agree to the resolutions contained herein please confirm your agreement by signing and dating this document where indicated below and returning it to the Company by using one of the following methods

- By Hand by delivering the signed copy to the Company listed above at 2 County Gate Staceys Street, Maidstone, Kent, ME14 1ST FAO Company Secretary
- By Post by returning the signed copy by post to the Company listed above at 2 County Gate Staceys Street, Maidstone, Kent, ME14 1ST FAO Company Secretary
- By Fax by faxing the signed copy to 0844 8921 506 marked for the attention of Company Secretary
- By E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Sam.Clark@ccventures.co.uk Please enter "Written Resolution" in the e-mail subject box

Once you have indicated your agreement to the resolution, you may not revoke your agreement

If not passed by 30th May 2010 the resolution will lapse