

Midco 1 Limited

Company number: 05835640

Written resolutions of Midco 1 Limited (the Company) pursuant to sections 288-300 of the Companies Act 2006 (the Act)


We, the undersigned, being the sole eligible member of the Company for the time being entitled to receive notice of, attend and vote at general meetings of the Company, agree to pass the following resolutions by way of written resolutions and agree that such resolutions shall be deemed to take effect as special resolutions and the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

Special Resolution

That the typographical error in article 2 of the Company's articles of association be deleted and replaced with the correct statement so that it shall read

"The authorised share capital of the Company as at the date of the adoption of these Articles is £20,000,100 divided into 20,000,100 ordinary shares of £1 each"

The resolution set out above shall take effect on the date below

 C.T. FREEMAN

Midco 2 Limited

Date 21 December 2011



Important notes:

- 1 If you agree with the resolutions, please indicate your agreement by signing and dating where indicated above and returning this document to the Company using one of the following methods

- **By hand** delivering the signed copy to the Company Secretary, Midco 1 Limited, Sceptre Court, 40 Tower Hill, London, EC3N 4DX
- **Post** returning the signed copy by post to the Company Secretary, Midco 1, Sceptre Court, 40 Tower Hill, London, EC3N 4DX
- **Email** by attaching a scanned copy of the signed document to an email and sending it to jgubbins@towers.com Please enter "Written resolutions circulated on [date] 2011" in the email subject box

By signing above, you indicate your agreement to all of the resolutions. You cannot agree to some only of the resolutions. An ordinary resolution must be passed by members representing a simple majority (i.e. more than 50%) of the voting rights of eligible members. A special resolution must be passed by members representing not less than 75% of the voting rights of eligible members.

Please note that once you have indicated your agreement to the resolutions, you may not revoke your agreement.

If you do not agree with the resolutions, you do not need to do anything. If you do not reply, you will be deemed to have rejected the resolutions.

- 2 The circulation date of these resolutions is 21 December 2011. If they are not passed by the end of 18 January 2012, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us by the end of 18 January 2012.