

NORTHGATE (TM) LIMITED
Company number 5875221
(the "Company")

WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

PASSED ON 26 April 2012

The following written resolution, having been duly proposed by the directors of the Company, was duly passed by the Company as a special resolution

SPECIAL RESOLUTION

THAT the issued share capital of the Company be reduced from £25,000,002 (twenty five million and two) divided into 25,000,002 issued ordinary fully paid-up shares of £1 00 each, to £2 divided into 2 issued ordinary fully paid-up shares of £1 00 each by cancelling and extinguishing 25,000,000 issued ordinary shares of £1 00 each (the "**Reduction of Capital**"), and such Reduction of Capital to take effect on the day on which the copy of this resolution (and the documents which must accompany it under section 644(1) of the Companies Act 2006) is registered by the Registrar of Companies at Companies House in accordance with section 644(3) of the Companies Act 2006

Signed



Director

for and on behalf of Northgate (TM) Limited

