

Company No: 05964968

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**Ingenia Technology (U.K.) Limited**

**(the Company)**

**14 August 2009**

Pursuant to Chapter 2 of Part II of the Companies Act 2006, we the undersigned being sole shareholder of the Company propose that the following resolution is passed as a special resolution.

**SPECIAL RESOLUTION**

THAT the existing articles of association of the Company be amended by inserting the following as a new article 10:

**"10 Appointment and Removal of Directors**

- (a) Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.
- (b) Regulation 64 of Table A shall not apply to the Company.
- (c) Notwithstanding any other provision contained in these Articles, a member or members holding a majority in nominal value of the issued ordinary shares for the time being in the capital of the Company may appoint any person or persons as director or directors, either as an addition to the existing directors or to fill any vacancy and may remove from office any director howsoever appointed. Any such appointment or removal of a director shall be made by written notice to the Company at its registered office signed by the member or members making the removal or in the case of a member being a company signed by one of its directors on its behalf. Any such removal shall take effect when the notice is received by the Company or at any later time specified for the purpose in the notice."

**AGREEMENT**

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

The undersigned, being all of the members of the Company entitled to vote on the above resolution on the circulation date (that is the first date on which copies of the resolution are sent to members), hereby irrevocably agree to the passing of the resolution above.



duly authorised for and on behalf of  
Ingenia Holdings Limited

**14 Aug 09**

Draft: 10 August 2009  
AEC/54321.40000/8563730.01

WEDNESDAY



\*AZWNDBB\*

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16/09/2009

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COMPANIES HOUSE

Date:

## NOTES

- 1 Please sign and date this document and return it to the Company by delivering the signed copy to St John's Square Secretaries Limited at Farringdon Place, 20 Farringdon Road, London, EC1M 3A marked for the attention of Elaine Tan.  
  
If you do not agree with 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 a resolution, you may not revoke your agreement.
- 3 If insufficient agreement has been received for a resolution to be passed by the requisite majority at the end of the period of 28 days beginning with the circulation date, such resolution 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.