

Company number: 6365070

Certified to be a true copy
THIS DAY 18 OF November 2010
Hill Dickinson LLP
HILL DICKINSON LLP

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of
MERCURY EQUITY LIMITED

Circulation date: 14 November 2010



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COMPANIES HOUSE

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006 the following resolution is proposed as special resolution of the Company

THAT the Articles of Association of the Company be amended with effect from the date hereof by

- 1 the insertion of the following new paragraph 9 3 after the existing clause 9 2 under the heading "Lien".

"Notwithstanding any other provision of these Articles, the Company's first and paramount lien on every Share (whether or not a fully paid Share) shall not apply where any such Shares have been mortgaged or charged by way of security in which event such lien shall rank behind any such security "

- 2 the insertion of the following new paragraphs 4 6, 4 7 and 4.8 after the existing paragraph 4 5 under the heading "Share transfers- general provisions "

"4.6 Notwithstanding anything contained in these Articles, the directors shall promptly register any transfer of Shares and may not suspend registration thereof where such transfer -

- I is to the bank or institution to which such Shares have been charged by way of security, whether as agent and trustee for a group of banks or institutions or otherwise or to any nominee or any transferee of such a bank or institution (a "**Secured Institution**"), or
- II is delivered to the Company for registration by a Secured Institution or its nominee in order to register the Secured Institution as legal owner of the Shares, or
- III is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles or in any agreement or arrangement applicable to any Shares in the Company, no transferor or proposed transferor of any such Shares to a Secured Institution or its nominee and no Secured Institution or its nominee (each a "**Relevant Person**"), shall be subject to, or obliged to comply with, any rights of pre-emption contained in these Articles or any such agreement or arrangement nor shall any Relevant Person be otherwise required to offer the Shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such Shares to be transferred to them whether for consideration or not No resolution shall be proposed or passed the effect of which would be to delete or amend this regulation unless not

less than 45 days' written notice thereof shall have been given to any such Secured Institution by the Company.

Regulations 25-26 of Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 shall be modified accordingly

- 4 7 Other than as set out in paragraph 4 8 below, the provisions of article 8 shall not apply to any transfer by or to any Relevant Person
- 4 8 Where an offer is made for the purchase of the entire issued share capital of the Company and that offer has been accepted by a Relevant Person then, to the extent that that Relevant Person has a Controlling Interest but does not control all of the Shares, any Member who holds any Shares that are not controlled by the Relevant Person and who has not accepted the offer within 14 days of such offer being made shall be deemed to have accepted the offer and, subject to completion of the sale of those Shares in respect of which the Relevant Person has accepted an offer such Member shall become obliged to deliver to the Buyer an executed transfer of such Shares and the certificate(s) in respect of the same To the extent that any Member fails to comply with this paragraph, the terms of paragraph 8 7 shall apply Terms defined in paragraph 8.1 shall have the same meaning when used in this paragraph "
- 3 The amendment of paragraph 3 5 1 to read as follows
- "The holders of a majority in number of the A Ordinary Shares in issue at the relevant time shall be entitled from time to time to appoint one person as a director of the Company and each other Group Company and to remove any such person from office "
- 4 The removal of paragraph 3.5 3 in its entirety.
- 5 The amendment of paragraph 3 6.3 to read as follows
- "If, in the case of either a meeting of the Directors or a meeting of Members, a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the next business day at the same time and place provided that in the case of any meeting so adjourned an Investor Majority or (as appropriate) an Investor Director shall not be required to attend in order for such adjourned meeting to be quorate
- 6 The amendment of paragraph 12 2 to read as follows
- "The quorum for the transaction of business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be three, provided that for the purposes of any meeting held pursuant to article 13 to authorise a Director's conflict, if there are only two Directors besides the Director concerned and Directors with a similar interest, the quorum shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum "

Please read the notes at the end of this document before signing your agreement to the Resolutions

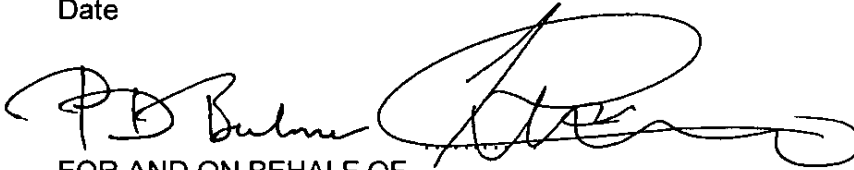
The undersigned, being entitled to vote on the above Resolutions on 4 November 2010 hereby irrevocably agree to the Special Resolution

MARGARET PUNYER

Date

KAREN DODD

Date

Two handwritten signatures are present. The first signature, on the left, appears to be 'PD Bulmer'. The second signature, on the right, is more stylized and appears to be 'Karen Dodd'.

FOR AND ON BEHALF OF

AAC CAPITAL NEBO SUB LP acting by its general partner AAC CAPITAL NEBO FEEDER GP LIMITED

5/11/12

Date

FOR AND ON BEHALF OF

DOWNWING HOLDINGS LIMITED

Date

NOTE

The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to them by the end of the period of 28 days beginning with the circulation date set out above. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to the resolutions please ensure that your agreement reaches us before that date.

ANTHONY TILLIN

Date

TREVOR BARRATT

Date

MARGARET SACHEL

Date

TED STEVENS

Date

STEVE VICKERY

Date

JAMES BROOKS WARD

Date

ANTHONY TILLIN

Date



TREVOR BARRATT

4 November 2010

Date



MARGARET SATCHEL

4 November 2010

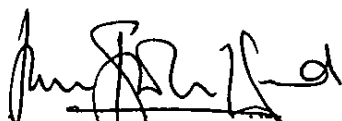
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TED STEVENS

Date

STEVE VICKERY

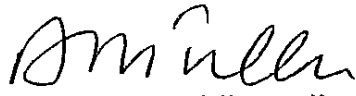
Date



JAMES BROOKS WARD

4 November 2010

Date



ANTHONY TILLIN

4 November 2010

Date

TREVOR BARRATT

Date

MARGARET SACHEL

Date

TED STEVENS

Date

STEVE VICKERY

Date

JAMES BROOKS WARD

Date

ANTHONY TILLIN

Date

TREVOR BARRATT

Date

MARGARET SATCHEL

Date

A handwritten signature in black ink, appearing to be "Ted Stevens", with a long horizontal stroke extending to the right.

TED STEVENS

4 November 2010

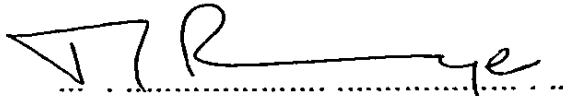
Date

STEVE VICKERY

Date

JAMES BROOKS WARD

Date



MARGARET PUNYER

4 November 2010
Date

.....
KAREN DODD

.....
Date

.....
FOR AND ON BEHALF OF

AAC CAPITAL NEBO SUB LP acting by its general partner AAC CAPITAL NEBO FEEDER GP LIMITED

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Date

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FOR AND ON BEHALF OF

DOWNWING HOLDINGS LIMITED

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Date

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MARGARET PUNYER

Date

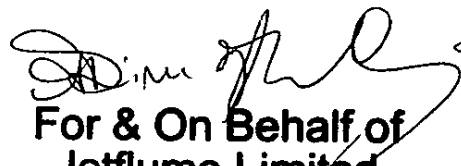
KAREN DODD

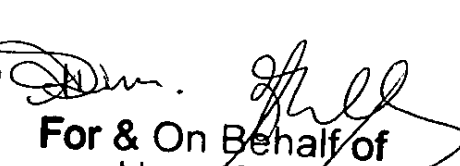
Date

FOR AND ON BEHALF OF

AAC CAPITAL NEBO SUB LP acting by its general partner AAC CAPITAL NEBO FEEDER GP LIMITED

Date


**For & On Behalf of
Jetflume Limited**
FOR AND ON BEHALF OF


**For & On Behalf of
Upperford
International Limited**

DOWNWING HOLDINGS LIMITED

4 November 2010
Date

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