

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

FRIDAY



LD3 10/12/2010 121
COMPANIES HOUSE

-of-

TYRRELLS GROUP HOLDINGS LIMITED
(the "Company")

(Effective ~~30 November~~ **October 2010**)

The following Resolution was duly agreed to by the sole member of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 as a Special Resolution with effect from **30 November 2010**

SPECIAL RESOLUTION

1. Alteration of Articles of Association

THAT, pursuant to section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by inserting the following new Article 6A -

- (c) adding the following to the end of article 5 1(A)

"provided that the holders of the Deferred Shares (pro-rata amongst themselves) shall be entitled to receive 0.001% of any remaining profits available for distribution after the holders of the A Ordinary Shares and B Ordinary Shares have between them received £1,000,000 in aggregate. The balance (being 99.999%) of any remaining profits available for distribution shall then be applied in paying a dividend to the holders of the A Ordinary Shares and B Ordinary Shares on the same basis as aforesaid", and

- (d) the words "not entitle the holders thereof to the payments of any dividend or to" shall be deleted from article 8(B) and replaced with

"entitle the holders thereof to dividends in accordance with Article 5 1(a) but not"

- 3. These resolutions shall have effect notwithstanding any provisions of the Company's Articles of Association**

Date 30 November 2010

A handwritten signature in black ink, appearing to be 'O. J. K.' followed by a long horizontal stroke.

Director/Company Secretary

No. 6527628

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

-of-

TYRELLS GROUP HOLDINGS LIMITED
(the "Company")

Record of a written resolution agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in General Meeting

It is recorded that

1. The written resolution (the "**Resolution**"), a copy of which is attached, was passed as a special resolution by or on behalf of members of the Company representing no less than 75% of the Company's issued share capital who, at the date of the circulation of the Resolution, were entitled to attend and vote at a general meeting of the Company
2. The Resolution was signed by or on behalf of members representing not less than 75% of the Company's issued share capital on **30** November 2010



Director/Secretary