

Company Number: 06633377

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ABLE AND HOW LIMITED

(the "Company")

WRITTEN RESOLUTIONS OF THE SHAREHOLDERS
OF THE COMPANY

30 April

2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors of the Company propose that the following resolutions be passed as special resolutions, conditional upon the passing of such resolutions taking place no more than 15 days after the attached solvency statement is made:

SPECIAL RESOLUTIONS

	For	Against
1 THAT the capital of the Company be reduced from £1,000,000 divided into 2,000,000 ordinary shares of £0.50 each (of which shares, 1,900,000 are in issue as follows (a) 680,000 Ordinary Shares are currently registered in the name of Paul Michael Arnold and are nil paid (b) 1,020,000 Ordinary Shares are currently registered in the name of David Ferrabee and are nil paid; and (c) 200,000 are currently registered in the name of Cossette U.K. Limited (company number 05178255) and are fully paid) to £167,000 divided into 1,700,000 ordinary shares of £0.01 each and 300,000 ordinary shares of £0.50 each, such reduction of capital to be effected: (i) by extinguishing the liability in respect of uncalled capital on each of the 1,700,000 issued ordinary shares of £0.50 each currently registered in the names of David Ferrabee and of Paul Michael Arnold to the extent of £0.49 per share; and (ii) by reducing the nominal value on each of the 1,700,000 issued ordinary shares of £0.50 each currently registered in the names of David Ferrabee and of Paul Michael Arnold from £0.50 to £0.01.	X	
2 THAT the Articles of Association be amended by adopting the revised Articles of Association attached hereto.	X	

Please read the notes at the end of this document before signing it.

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to those resolutions indicated above.

Signed

David Ferrabee

FRIDAY



PC3

"PFTUEA2H"
22/05/2009
COMPANIES HOUSE

327

AD1

12/05/2009
COMPANIES HOUSE

362

Date

Signed
Paul Michael Arnold

Date

Signed
GREGOR ANGUS

Signed
[Signature]
On behalf of Cossette U.K. Limited

Date
30 April 2009

NOTES

- 1 If you wish to vote in favour of a resolution please put an "X" in the For box next to that resolution. If you wish to vote against a resolution please put an "X" in the Against box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- By Hand: delivering the signed copy to Adrian Mayer, Charles Russell LLP, Compass House, Lypiatt Road, Cheltenham, Gloucestershire, GL50 2QJ.
- By Post: returning the signed copy by post to Adrian Mayer, Charles Russell LLP, Compass House, Lypiatt Road, Cheltenham, Gloucestershire, GL50 2QJ..
- By Fax: faxing the signed copy to +44 (0)1242 246392 marked "For the attention of Adrian Mayer".
- By E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Adrian.mayer@charlesrussell.co.uk. Please enter "Written resolution of Able & How Limited" in the e-mail subject box.

If there are no resolutions you agree with, 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 Where, by the end of the period of 28 days beginning with the Circulation Date, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.
- 4 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.

Company Number: 06633377

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ABLE AND HOW LIMITED

(the "Company")

WRITTEN RESOLUTIONS OF THE SHAREHOLDERS
OF THE COMPANY

30 April

2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors of the Company propose that the following resolutions be passed as special resolutions, conditional upon the passing of such resolutions taking place no more than 15 days after the attached solvency statement is made:


SPECIAL RESOLUTIONS

	For	Against
1 THAT the capital of the Company be reduced from £1,000,000 divided into 2,000,000 ordinary shares of £0.50 each (of which shares, 1,900,000 are in issue as follows (a) 680,000 Ordinary Shares are currently registered in the name of Paul Michael Arnold and are nil paid (b) 1,020,000 Ordinary Shares are currently registered in the name of David Ferrabee and are nil paid; and (c) 200,000 are currently registered in the name of Cossette U.K. Limited (company number 05178255) and are fully paid) to £167,000 divided into 1,700,000 ordinary shares of £0.01 each and 300,000 ordinary shares of £0.50 each, such reduction of capital to be effected: (i) by extinguishing the liability in respect of uncalled capital on each of the 1,700,000 issued ordinary shares of £0.50 each currently registered in the names of David Ferrabee and of Paul Michael Arnold to the extent of £0.49 per share; and (ii) by reducing the nominal value on each of the 1,700,000 issued ordinary shares of £0.50 each currently registered in the names of David Ferrabee and of Paul Michael Arnold from £0.50 to £0.01.	X	
2 THAT the Articles of Association be amended by adopting the revised Articles of Association attached hereto.	X	

Please read the notes at the end of this document before signing it.

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to those resolutions indicated above.

Signed


David Ferrabee

Date 30 April 2009

Signed Paul Michael Arnold
Paul Michael Arnold

Date 30 April 2009

Signed

Signed
On behalf of Cossette U.K. Limited

Date

NOTES

- 1 If you wish to vote in favour of a resolution please put an "X" in the For box next to that resolution. If you wish to vote against a resolution please put an "X" in the Against box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- By Hand: delivering the signed copy to Adrian Mayer, Charles Russell LLP, Compass House, Lypiatt Road, Cheltenham, Gloucestershire, GL50 2QJ.
- By Post: returning the signed copy by post to Adrian Mayer, Charles Russell LLP, Compass House, Lypiatt Road, Cheltenham, Gloucestershire, GL50 2QJ.
- By Fax: faxing the signed copy to +44 (0)1242 246392 marked "For the attention of Adrian Mayer".
- By E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Adrian.mayer@charlesrussell.co.uk. Please enter "Written resolution of Able & How Limited" in the e-mail subject box.

If there are no resolutions you agree with, 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 Where, by the end of the period of 28 days beginning with the Circulation Date, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.
- 4 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.