

COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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NOTICE OF RESOLUTION

of

BECKWITH GROUP LIMITED (the "Company")

On 22 July 2010, the following resolutions were duly passed as resolutions of the Company having effect in the case of resolution 1, as an ordinary resolution, and in the case of resolutions 2, 3 and 4, as special resolutions -

ORDINARY RESOLUTION

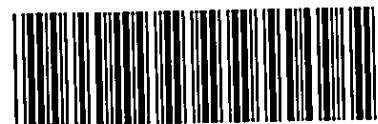
- 1 THAT, in substitution for any previous authority, the Directors be hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the "Act"), to allot relevant securities (as defined in that section), provided that this authority will expire on the date being five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require relevant securities to be allotted after this authority expires and the Directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired

SPECIAL RESOLUTIONS

- 2 THAT, subject to the passing of resolution 1, the Directors be hereby given power in accordance with section 561 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred by resolution 1 above as if section 561(1) of the Act did not apply to the allotment, provided that such power shall expire when the authority conferred by resolution 1 is revoked or expires unless previously renewed, varied or revoked by the Company in general meeting, but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired
- 3 THAT the pre-emption rights contained in article 3.6 of the articles of association of the Company (the "Articles") be waived, pursuant to the provisions of article 3.6(a) of the Articles
- 4 THAT the Articles of the Company be hereby altered by the deletion of article 3.1 (authorised share capital)

*Pinxent Watsons LLP.*  
for and on behalf of the Company

SATURDAY



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31/07/2010

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