

Company No. 06913207

Private company limited by shares

**WRITTEN RESOLUTIONS**  
**OF**  
**ABS FS LIMITED (the Company)**  
**14 September 2009**

THURSDAY




Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the following resolutions were proposed by the directors and were passed as ordinary and special resolutions:

**ORDINARY RESOLUTIONS**

1. THAT the authorised share capital of the Company is increased from £1,000 to £25,000,000 by the creation of 24,999,000 additional ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company having the rights and privileges and being subject to the restrictions contained in the articles of association of the Company in force at the date of the passing of this resolution.
2. THAT the directors generally and unconditionally authorised in accordance with section 80 and 80A of the Companies Act 1985 (1985 Act) to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £25,000,000 provided that this authority is for period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require the relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.

**SPECIAL RESOLUTION**

3. THAT the directors are given power in accordance with section 95 of the 1985 Act to allot equity securities (within the meaning of section 94 of the 1985 Act) pursuant to the authority conferred by Resolution 2, as if section 89(1) of the 1985 Act did not apply to the allotment.

  
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Director