

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**AGB (UK) LIMITED**

Company number 07020131

(the "Company")

DATED *24 FEBRUARY* 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 are passed as special resolutions (the "Special Resolutions").

**SPECIAL RESOLUTIONS**

1. THAT the issued share capital of 100 ordinary shares of £1.00 each be re-classified as 69 A ordinary shares of £1.00 each and 31 B ordinary shares of £1.00 each having the respective rights and restrictions set out in the articles of association to be amended pursuant to resolution 2 below.
2. THAT the Company's articles of association be amended by the insertion of new articles 2a and 2b as follows:
  - "2a The authorised share capital of the Company is £100 divided into 69 A ordinary shares of £1.00 each ("A Ordinary Shares") and 31 B ordinary shares of £1.00 ("B Ordinary Shares").
  - 2b The profits of the Company in respect of each financial year shall be distributed by way of dividend as the Directors or the Company may (if at all) by resolution declare and authorise in such amounts(s) and at such time(s) as they may think fit pursuant to Regulations 102 to 108 inclusive of Table A. For this purpose, the A Ordinary Shares and B Ordinary Shares shall each be treated as a separate class of shares meaning that, for the avoidance of doubt, different amount(s) of dividend (if any) may be declared and authorised on each. Each member shall be deemed to acknowledge and agree to the provisions of these Articles and in particular to the terms of this Article 2a and 2b and further to covenant and agree with the Company and each other member for the time being not to challenge or impugn or question the exercise or non-exercise by the Directors of their powers under this Article 2b."

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## AGREEMENT

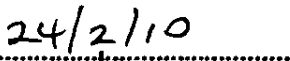
Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, being the persons entitled to vote on the Special Resolutions on 2010, hereby irrevocably agree to the Special Resolutions.

Signed by Graham Byrne



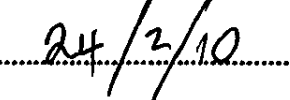
Date



Signed by Andrew Gibbons



Date



## NOTES

1 You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree with all the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- By hand: delivering the signed copy to Bob Thompson, Champion Accountants, 71/73 Hoghton Street, Southport, Merseyside, PR9 0PR
- Post: returning the signed copy by post to Bob Thompson, Champion Accountants, 71/73 Hoghton Street, Southport, Merseyside, PR9 0PR

If you do not agree to all the Special Resolutions, 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 the Special Resolutions, you may not revoke your agreement

3 Unless, by 24<sup>th</sup> March, sufficient agreement has been received for the Special Resolution to pass, they will lapse. If you agree to the Special resolutions, please ensure that your agreement reaches us before or during this date.

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5 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.