

Company Number 07466988

TUESDAY



A09 "ACLPRRHV" 08/02/2011 471
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SKILIO LIMITED

3 February 2011

At a general meeting of the Company duly convened and held on 03 February 2011, the following resolution was duly passed as a special resolution

SPECIAL RESOLUTION

That the Articles of Association of the Company be and are hereby amended by the insertion of new article 85 as follows -

85 1 If at any time the holders of not less than 75% of the shares in issue (together "the Selling Shareholders") wish to transfer their shares in the company pursuant to a bona fide arm's length transaction ("the Offer") then the Selling Shareholders shall have the option ("the Drag Along Option") to require all the other holders of shares to transfer all their shares to the third party purchaser or as the third party purchaser shall direct with full title guarantee and for the same consideration per share (whether cash, non cash, deferred, or contingent)

85 2 The Selling Shareholders may exercise the Drag Along Option by giving notice to that effect (a "Drag Along Notice") to all other Shareholders ("the Called Shareholders") at any time before the transfer of shares by the Selling Shareholders. A Drag Along Notice shall specify that the Called Shareholders are required to transfer all their Shares ("the Called Shares") pursuant to Article 85 1, the consideration at which the Called Shares are to be transferred, the proposed date of transfer and the fact that the Called Shareholders are to deliver a share certificate or certificates for the shares held by them by such date together with a signed stock transfer form

85 3 A Drag Along Notice is irrevocable but the Drag Along Notice and all obligations thereunder will lapse if for any reason there is not a transfer of requisite number of Shares by the Selling Shareholders to the third party purchaser within 60 days after the date of the Drag Along Notice

85 4 If any Called Shareholder shall make default in transferring their shares pursuant to this Article 85 then the Directors may appoint any person to be the attorney for the Called Shareholder and to execute a transfer of the Called Shares. In such circumstances the cash element of the consideration for the transfer shall be placed in a non interest bearing account in the Company's name

85 5 The provisions of this Article 85 shall also apply to any shares acquired on the exercise of any option within 90 days of the date of completion of the sale by the Selling Shareholders to the third party purchaser and the option holder may be required to transfer such shares within 14 days of allotment and in default Article 85 4 shall apply

Signed
Secretary

7.02.2011