

Company number. 07632629

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COMPANIES HOUSE

**PRIVATE COMPANY LIMITED BY SHARE
WRITTEN RESOLUTIONS**

of

BYWATER PROPERTIES POLAND HOLDINGS LIMITED

Circulation date: 6th June

2011

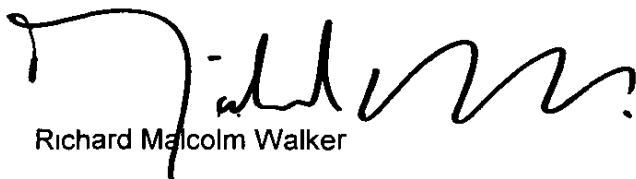
In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolutions are proposed to be passed as a special and an ordinary resolution of the Company (as indicated)

NO.	SPECIAL RESOLUTIONS	FOR	AGAINST
1	THAT , in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred upon them by article 28 of the articles of association of the Company as if the provisions of article 29 of the articles of association of the Company did not apply to any such allotment provided that this authority and power shall expire on the day before the fifth anniversary of the date of the passing of this resolution, save that the Company may, before the expiry of such period, 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 such offer or agreement as if the power conferred hereby had not expired	X	
	ORDINARY RESOLUTION		
2	THAT , in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 (Act) to exercise all or any of the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (such shares and rights being together referred to in this resolution as Relevant Securities) up to an aggregate nominal value of £360 in the form of 360 ordinary shares of £1 00 each to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date on which this resolution is passed save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or	X	

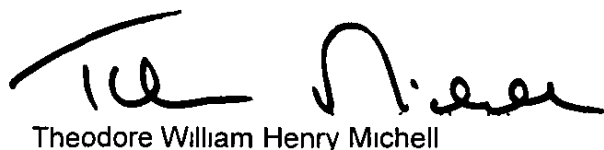
	agreement as if the authority conferred by this resolution had not expired		
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Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

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


Richard Malcolm Walker

Date 06/06/2011


Theodore William Henry Michell

Date 06/06/2011

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 K Holuba, Hill Dickinson LLP, No 1 St Paul's Square, Liverpool L3 9SJ
 - **Post** returning the signed copy by post to K Holuba, Hill Dickinson LLP, No 1 St Paul's Square, Liverpool L3 9SJ
 - **Fax** faxing the signed copy to 0151 600 8001 marked "For the attention of K Holuba"
- 2 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
- 3 Once you have indicated your agreement to a resolution, you may not revoke your agreement
- 4 A resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the circulation date set out above. If you agree to any of the resolutions please ensure that your agreement reaches us before that date
- 5 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
- 6 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