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JNI 13/01/2010
COMPANIES HOUSE

Company number NI41618

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FINLAY PROPERTIES LIMITED (Company)

21 DECEMBER 2009 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as a special and an ordinary resolution (Resolutions)

SPECIAL RESOLUTION

- (a) **THAT** the Company's Memorandum and Articles of Association be updated by the adoption of the form of the memorandum and articles of association annexed hereto

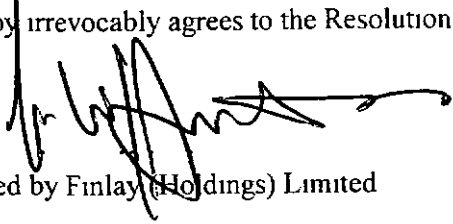
ORDINARY RESOLUTIONS

- (a) **THAT** the authorised share capital of the Company be increased from £10,000,000 made up of 10,000,000 Ordinary Shares of £1 each to £15,500,000 made of 10,000,000 Ordinary Shares of £1 and 550,000 Preference Shares of £10 each by the creation of 550,000 Preference Shares of £10, each having the rights set out in the Articles of Association of the Company and that the directors be authorised pursuant to section 549 of the Companies Act 2006 to allot all these shares in the capital of the Company as if sections 561 and 562 of the Companies Act 2006 did not apply to such allotment
- (b) **THAT** any director or directors of the Company be and are hereby authorised to enter into situations and transactions in which the relevant director(s) would, or could, have a direct or indirect interest that conflicts or possibly may conflict with the interests of the Company arising as a result of such directors also serving as director(s) of any shareholder of the Company or having an interest in the issued share capital of the Company, where such situation or transaction would otherwise constitute a breach of section 175(1) of the Companies Act 2006 (the "Act"), **PROVIDED THAT** (i) the relevant director(s) has or have disclosed full details of the matter to the Board to the extent required by section 177 of the Act and (ii) any such authorisation by the Board shall be given in accordance with Section 175(6) of the Act

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions



Signed by Finlay (Holdings) Limited

22 DECEMBER 2009

Date

NOTES

1 If you agree to the Special Resolution, 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 Clarendon House, 23 Clarendon Road, Belfast BT1 3BG or handing it to the company secretary in person
- **Post** returning the signed copy by post to Clarendon House, 23 Clarendon Road, Belfast BT1 3BG

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

3 Unless, by 31 DECEMBER 2009, sufficient agreement has been received for the resolution to pass, they will lapse. If you agree to the resolution, 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

