

Company number NI046249

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ALMAC DISCOVERY LIMITED (the Company)

Circulation Date *24 June* 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed (the **Resolutions**)

SPECIAL RESOLUTIONS

- 1 **"THAT** pursuant to the provisions of section 21 of the Companies Act 2006, a new clause 3(o) be inserted into the Memorandum of Association of the Company between clauses 3(o) and 3(p)

"3(o) To guarantee the payment of any debts or the performance of any contract or obligation of any company or association or undertaking, including any company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company or of any person in any manner whatsoever and to give indemnities of all kinds and to secure any such guarantee and any such indemnity in any manner and in particular (without limitation) either with or without the Company receiving any consideration or benefit, by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures charged upon all or any of the undertaking, assets, property, rights, goodwill, uncalled capital and revenues of the Company both present and future "

ORDINARY RESOLUTIONS

- 2 **THAT** notwithstanding any existing provisions of the Memorandum or Articles of Association of the Company and notwithstanding any personal interest, the Board of Directors of the Company be and is hereby specifically empowered, authorised and directed to enter into, issue and execute the Finance Documents (as such term is defined in the board minutes dated on or about the date hereof) to which they are a party, and that the creation of and the entry into the Finance Documents and the terms of the transaction contemplated thereby will promote the success of the Company for the benefit of its members as a whole and accordingly be hereby approved and constituted main objects of the Company and in particular the giving of the Guarantee is to the commercial benefit of the Company and that the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto

MONDAY



JW35EVXT

JNI

18/07/2011

59

COMPANIES HOUSE

18 JUL 2011

AGREEMENT

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

The undersigned, the members entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

A handwritten signature in black ink, appearing to read 'Almac', is written above the company name.

ALMAC GROUP LIMITED

Date 24 June 2011

NOTES

- 1 You can choose to agree to the Resolutions or not. If you agree to the 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 the registered office of the Company
 - **Post** returning the signed copy by post to the registered office of the Company
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to
Please enter "Written resolutions dated " in the e-mail subject box

If you do not agree to the 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 Resolutions, you may not revoke your agreement.
- 3 Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the 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.

