

**ORDINARY AND SPECIAL RESOLUTIONS
OF**

PRISM CORPORATE BROKING LIMITED ("Company")

Company number 04825898

Passed on 30th October 2012

SATURDAY



Resolutions 1 and 3 were duly passed as ordinary resolutions and resolutions 2 and 4 were duly passed as special resolutions on 30th October 2012 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

AUTHORITY TO ALLOT

- 1 THAT, in accordance with section 551 of the Companies Act 2006 ("2006 Act"), the director of the Company ("Director") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £2 00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date that is five years from the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Director may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Director in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act

DISAPPLICATION OF PRE-EMPTION RIGHTS

- 2 THAT, subject to the passing of the resolution 1 and in accordance with section 570 of the 2006 Act, the Director be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1, as if neither section 561(1) of the 2006 Act nor article 5 of the Company's articles of association apply to any such allotment, provided that this power shall
- 2 1 be limited to the allotment of equity securities up to an aggregate nominal amount of £2 00, and
- 2 2 expire on the date that is five years from the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or

might require equity securities to be allotted after such expiry and the Director may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

ALLOTMENT OF REDEEMABLE PREFERENCE SHARE

- 3 THAT, subject to the passing of resolutions 1 and 2 and in accordance with article 4(d) of the Company's articles of association, the Directors be authorised to issue and allot 1 preference share of £1 00 which may be redeemed at the option of the Company at par value, at any time following payment in full of any dividends to which to the holder of such share is entitled, subject to compliance with the provisions of Chapter 3 of Part 18 of the 2006 Act

ALTERATIONS TO ARTICLES OF ASSOCIATION

- 4 THAT the articles of association of the Company be altered by

- 4 1 the insertion of new articles 6 and 7 as follows

"CLASSES OF SHARES

- 6 The Company's issued share capital consists of ordinary shares of £1 00 each ("ordinary shares") and preference shares of £1 00 each ("preference shares")

RIGHTS ATTACHING TO SHARES

- 7 (a) Preference shares shall not confer on their holders the right to vote in any circumstances, nor the right to receive notices of, nor to attend or count in the quorum at, general meetings of the Company
- (b) Preference shares carry the right to receive dividends of up to £50,000 in aggregate (the "preference dividend") payable as and when requested by the holders of the preference shares, subject to compliance with the provisions of Part 23 of the Companies Act 2006
- (c) Holders of ordinary shares shall not be entitled to receive dividends at any time while any amount of the preference dividend remains outstanding unless the holders of the preference shares consent to a dividend being paid to holders of ordinary shares
- (d) Holders of preference shares shall not be entitled to receive interest on any amount of the preference dividend that remains outstanding
- (e) On a winding up of the Company, to the extent that sufficient funds are available, an amount equal to any amount of the preference dividend which is outstanding at that date shall be payable to the holders of the

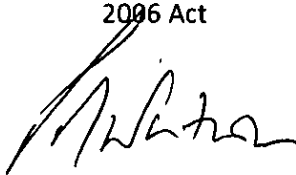
preference shares before any distribution is made to holders of the ordinary shares

(f) Following payment of the preference dividend in full to the holders of the preference shares, the preference shares shall be entitled to no further dividend or distribution and the preference shares shall be redeemable at any time, at the option of the Company, at par value subject to compliance with the provisions of Chapter 3 of Part 18 of the Companies Act 2006 "

4 2 the renumbering of all subsequent articles, and

4 3 the deletion of paragraph 5 of the memorandum of association of the Company which now forms part of the articles of association by virtue of section 28 of the 2006 Act

Signed



Director