




**THE COMPANIES (NORTHERN IRELAND) ORDER 1986
AND THE COMPANIES ACT 2006**

SPECIAL RESOLUTION OF ARDS HOLDINGS LIMITED, a company incorporated and registered in Northern Ireland with company number NI 009882 (the "**Company**").

At the annual general meeting of the members of the above named company duly convened and held at Belvoir Park Golf Club, 73 Church Road, Newtownbreda, Belfast BT8 7AN on the 27 day of May 2009, the following special resolutions were duly passed:

1. **THAT** in connection with the acquisition (the "Acquisition") of part of the issued share capital of the Company by certain employees ("Purchasers") on 4 October 2006 the Company had been authorised to and had entered into a deed of guarantee and indemnity under which the company guarantees and indemnifies the First Trust Bank ("Bank") in respect of all liabilities owing on certain facilities to the Bank by certain Purchasers and a deed of set-off in relation to two accounts of the Company with the Bank and **THAT** the Company now be and is hereby authorised to enter into a series of individual replacement guarantees in the agreed form and a new letter of set-off in the agreed form at the request of the Bank to deal with obligations imposed by the Consumer Credit Act;
2. **THAT** any act done or document executed pursuant to the foregoing paragraph shall be valid, effective and binding upon the Company notwithstanding any limitation on the borrowing or other powers of the Directors of the Company contained in or incorporated by reference in the Company's Articles of Association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent requisite to give effect to the foregoing paragraph of this Resolution); and
3. **THAT** in pursuance thereof and notwithstanding any person interest, the board of Directors of the Company be and is specifically empowered, authorised and directed to give effect to the foregoing paragraphs of this Resolutions **PROVIDED THAT** 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.

Signature 

Officer: 

