

Company Number 2774839

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

HELIOS SERVICES LIMITED (the "Company")

14 May 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole member (the "Sole Member") of the Company passes the following special resolutions

IT WAS RESOLVED THAT:

- 1 In relation to the decision to convert the Company into a community interest company (the "Proposed Conversion")
 - (a) The Proposed Conversion be and is hereby authorised, and
 - (b) the directors be authorised to execute all related documents and do all such other acts as necessary, to effect the Proposed Conversion
- 2 The Company's name be changed to Helios Services Community Interest Company,
- 3 In relation to the Company's memorandum of association
 - (a) The following clause be added

"(1) The company's name is Helios Services Community Interest Company The Company is to be a community interest Company "
 - (b) the Company's present memorandum association be altered so as to take the form of the amended memorandum association attached to this resolution
- 4 The Company's present articles of association be replaced entirely with the new articles of association attached to this resolution (the "New Articles"), in substitution for, and to the exclusion of, any articles of association of the Company previously registered with the Registrar of Companies
- 5 Further to Articles 24 and 29 of the New Articles
 - (a) the authorised share capital of the company be increased from £100 00 divided into 100 shares of £1 00 each to £2000 00 divided into 2000 shares of £1 00 each, and
 - (b) the Sole Member acquire the entire unissued authorised share capital of the Company, being 1998 shares,



- (c) to this effect, the directors be authorised to allot a further 1998 shares in favour of the Sole Member, and
- (d) the directors be authorised to file the necessary forms at Companies House and update the register of shareholders of the Company to effect these transactions, and any two directors or a director and the secretary be authorised to execute and deliver a share certificate in relation to the allotment, in the name of the Sole Member, and to the Sole Member accordingly

AGREEMENT

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

The undersigned, both entitled to vote on the Resolution on 14 May 2008, hereby irrevocably agree to the Resolution

Signed by Greg Branson for and behalf of
the Helios Foundation as Sole Member



Date 14th May 2008

Signed by Alan Eyre for and behalf of the
Helios Foundation as Sole Member



Date 14 May 2008

NOTES

1 If you agree with the 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 Greg Branson, Helios Services Limited, 45C St Augustine's Road, London NW1 9RL
- **Post** returning the signed copy by post to Greg Branson, Helios Services Limited, 45C St Augustine's Road, London NW1 9RL
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to heliosc@diadstart net Please enter "Written resolutions dated 14 May 2008" in the e-mail subject box

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

3 Unless, by 23 June 2008, sufficient agreement has been received for the Résolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4 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.