

**The Companies Act 1985  
Company Limited by Shares**

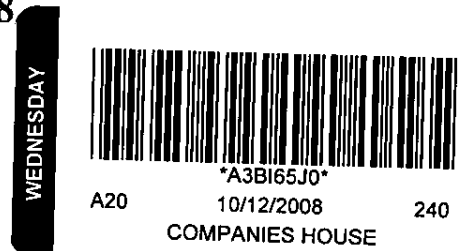
**Written resolutions  
Of  
J&R Hill Limited**

**Company no. 00803257**

**Pursuant to section 381A of the Companies Act 1985**

**Passed on 3 December 2008**

**Special resolutions**



We the undersigned members of the above Company being all of the members who at the date hereof would be entitled to attend and vote at general meetings of the Company signify our assent to the passing of the resolutions as set out below to the effect that such resolutions shall be deemed to be effective as if they had been passed at a general meeting of the Company duly convened and held.

- That clause 5 of the Memorandum of the Company be replaced with the following clause:

"The authorised share capital of the Company as at the date of adoption of these Articles is £5,000 divided into 48 Ordinary shares of £1 each, 2,576 "A" Ordinary shares of £1 each and 2,376 "B" Ordinary shares of £1 each."

- That the current issued share capital of 4,952 Ordinary shares of £1 each be redesignated as:
  - 1,288 "A" Ordinary shares of £1 each being those shares registered in the name of Mr John Joseph Hill;
  - 1,288 "A" Ordinary shares of £1 each being those shares registered in the name of Mr Robert Hill;
  - 1,188 "B" Ordinary shares of £1 each being those shares registered in the name of Mr John Joseph Hill as trustee of the F&G Hill No1 Trust, and
  - 1,188 "B" Ordinary shares of £1 each being those shares registered in the name of Mr Robert Hill as trustee of the F&G Hill No2 Trust.

- That clause 3.1 of the Articles of Association of the Company be replaced with the following clause:

"The share capital of the Company is £5,000 divided into 48 Ordinary shares of £1 each, 2,576 "A" Ordinary shares of £1 each and 2,376 "B" Ordinary shares of £1 each ranking pari passu as one class for participation in the profits and assets of the Company and in all other respects save as expressly provided in these Articles."

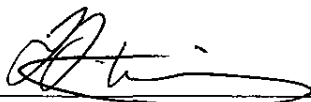
- That clause 16 of the Articles of Association shall be inserted as follows:


#### **"Reserves**


The Company's profit and loss account shall be and is hereby divided into two reserve accounts to be called the "A" share Reserve Account and the "B" share Reserve Account. All profits and losses of the Company (including accrued reserves and profits or losses as at the date of adoption of these Articles) shall be allocated between the respective share Reserve Accounts in proportion to the nominal value of the issued share capital of each respective class."


#### **Dividends**

The directors may from time to time subject to the provisions of the Articles, pay interim dividends or recommend the payment of any final dividend, whether in cash or in specie, in respect of one or more class of share only or all classes of share in such terms and in such form as the directors shall in their absolute discretion see fit provided such a dividend may only be paid out of the 'A' share Reserve Account in respect of 'A' shares and 'B' share Reserve Account in respect of 'B' shares. Approval of the payment shall only be required by the class of shareholder in respect of which such dividend is recommended".

  
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John Joseph Hill

  
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Robert Hill

  
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John Joseph Hill as trustee of the F&G Hill No1 Trust

  
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Robert Hill as trustee of the F&G Hill No2 Trust