

Company Number 1880573

THE COMPANIES ACTS 1948 to 1981

AND

THE COMPANIES ACT 2006

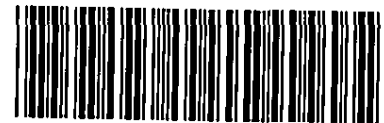
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

PHILLIP STONER JEWELLERY LIMITED

THURSDAY



A45

ARCDNZ5H

24/04/2008

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COMPANIES HOUSE

CIRCULATION DATE 4 April 2008

Pursuant to Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolution (the "**Resolutions**")

SPECIAL RESOLUTIONS

- 1 That regulation 10 of Table A Companies Act 1948 incorporated into the Articles of Association of the Company is deleted

For	Against
✓	

- 2 THAT the articles of association of the Company be amended by the insertion of the article 5A set out below

For	Against
✓	

"5A Where shares have been charged by way of security to any person, such person or any nominee thereof may transfer such shares to itself or its nominee or to any other person, pursuant to the power of

sale under such security without the prior consent of the members and the Directors shall promptly register a transfer of such shares A certificate by such a person that the shares were so charged and the transfer so executed shall be conclusive evidence of such facts "

- 1 THAT the Memorandum of Association of the Company be amended by the insertion of the following additional sub-clauses as sub clauses Y (1), (2) and (3) to clause 3

For	Against
✓	

"Y (1) Insofar as the same is permitted by law, to give financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or of shares in any company which may from time to time be the Company's holding company

Y (2) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity, and so as to be an independent object of the Company, to guarantee and give indemnities in respect of the performance of the obligations and/or the discharge of the liabilities of any person, firm or company including (without limiting the generality of the foregoing) any company which is from time to time the Company's holding company or subsidiary or a subsidiary of the Company's holding company or otherwise associated with the Company in business and in respect of any obligations and/or liabilities including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares or securities or other obligations or liabilities of any nature whatsoever and without limiting the generality of the foregoing obligations and/or liabilities for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the

Company or for the time being the Company's holding company due, owing or incurred to bankers or any other person by any company, firm or person, and in particular, (but not by way of limitation) by the Company's holding company or a subsidiary of the Company or of the Company's holding company or any company which is contemplated to become the Company's holding company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate or for any purpose whatsoever as the Company sees fit

Y (3) To support or secure whether by personal covenant or creating mortgages, charges or liens upon all or any part of the undertaking, property or assets of the Company (present and future) including any uncalled capital of the Company or both such means, on such terms as may seem expedient any obligations of the Company itself (whether as principal or surety) and/or any other person, firm or company including (without limiting the generality of the foregoing) the obligations of the Company's holding company or associated company or otherwise generally and as the Company sees fit "

- 2 THAT in connection with the acquisition (the "**Acquisition**") of the entire issued share capital of the Company by Lupfaw 251 Limited, the Company, is authorised to give financial assistance for the purpose of the Acquisition as described in the statutory declaration circulated with this resolution

For	Against
✓	

AGREEMENT

Please read the notes attached to this document before signifying your agreement to the Resolutions

The undersigned, being a person entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions

NAME:

Phillip Stoner

SIGNATURE:

A handwritten signature in black ink, appearing to be 'P. Stoner', written over a horizontal line.

DATE:

4 April 2008

NAME:

Jonathan Stoner

SIGNATURE:

A handwritten signature in black ink, appearing to be 'J. Stoner', written over a horizontal line.

DATE:

4 April 2008