

Company No: 6824647

**HERMES PRIVATE EQUITY DIRECTS LIMITED**  
(the "Company")

**Written resolutions of the Company pursuant to  
section 281 and Chapter 2 of Part 13 Companies Act 2006**

Date: 29<sup>th</sup> APRIL 2009 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose the following written resolutions which, in the case of resolutions 1 and 2, are proposed as ordinary resolutions and, in the case of resolution 3 is proposed as a special resolution:

**ORDINARY RESOLUTIONS**

1. THAT, subject to the passing of Resolution 3 below, the authorised share capital of the Company be increased from £5000 to £6230 by the creation of an additional 1230 Deferred Shares of £1 each, having the rights and being subject to the restrictions set out in the Articles of Association.
2. THAT in accordance with section 80 of the Companies Act 1985 (the "Act"), the Directors, be and are hereby generally and unconditionally authorised for the period commencing on and with effect from the date of adoption of this resolution and expiring on the fifth anniversary of such date to allot and issue relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of £1230 to such person or persons as the Board of Directors resolve.

**SPECIAL RESOLUTION**

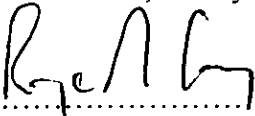
3. THAT, subject to the passing of Resolution 2, the Directors be and hereby are generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by Resolution 2 above as if section 89(1) did not apply to such allotment, provided that this power (unless previously revoked, varied or renewed) shall expire on the fifth anniversary of the date of this resolution.



**Agreement to written resolutions**

*Please read the notes at the end of this document before signifying your agreement to the written resolutions.*

The undersigned, being the sole person entitled on the date set out above to vote on the written resolutions, hereby irrevocably agrees to the written resolutions.

Signed by  .....

Hermes Fund Managers Limited

Date: 29<sup>th</sup> APRIL 2009

## NOTES

### *Procedures for signifying agreement*

1. You can choose to agree to all of the written resolutions or none of them but you cannot agree to some only of the resolutions. If you agree to all of the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the methods set out below.

- **By hand:** deliver the signed and dated copy to Lloyd's Chambers, 1 Portsoken Street, London E1 8HZ
- **By post:** return and signed and dated copy by post to Lloyds Chambers, 1 Portsoken Street, London, E1 8HZ

If you do not agree to all of the written resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.

2. No electronic address given in this document or in any accompanying document may be used to send any document or information relating to the written resolutions.

### *Period for agreeing to written resolutions*

3. Unless, by the end of a period of 28 days beginning with the Circulation Date, as defined above, sufficient agreement has been received for the written resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on that date. Your agreement will be ineffective if received after that date.