

Company No. 03220373

**WRITTEN RESOLUTION
OF
BRIDGEPOINT CAPITAL LIMITED**

We, the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE in accordance with section 381A of the Companies Act 1985, to pass the following resolution of the Company as a Special Resolution to the effect that such resolution shall be deemed to be effective as if it had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

THAT the the Articles of Association of the company be altered as follows:

(a) by substituting for the existing article 8.1 the following article:

“In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers to any committee consisting of one or more Directors. Insofar as any such power is so delegated any references in the Regulations or these Articles to the exercise by the Directors of such power shall be read and constructed as if it were a reference to such committee. The Directors may authorise the co-option to such a committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee. Regulation 72 shall be modified accordingly”.

Signed



.....
Company Secretary
Bridgepoint Capital (Holdings)
31st July 2009

CERTIFIED
A true copy of the original



6 August 2009

FRIDAY



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"AGYXEC71"

07/08/2009

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COMPANIES HOUSE