

Company number: 0118632

THE COMPANIES ACTS 1985-2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

BB ENGINEERING LIMITED (the Company)

31 May 2013 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the Act), the directors of the Company propose that resolutions 1 and 2 below be passed as ordinary resolutions and resolution 3 be passed as a special resolution

ORDINARY RESOLUTIONS

- 1 That any provision of the Company's articles of association which sets a limit on the maximum amount of the shares that may be allotted by the Company and which is treated as being a provision of the Company's articles of association by virtue of section 28 of the Act be deleted
- 2 That, for the purposes of section 551 of the Act, the directors of the Company (the **Directors**) be authorised (in addition to all existing authorities granted to the Directors under section 551 of the Act (to the extent that they remain in force and unexercised)) generally and unconditionally to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £3,688,749, provided that this authority shall expire on 31/5/18, unless such authority shall have been previously revoked or varied by the Company in general meeting and save that the Directors may before the expiry of the authority granted by this resolution make an offer or agreement which would or might require shares in the Company to be allotted, or rights to be granted, after such expiry and the Directors may allot such shares, or grant such rights, in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired

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SPECIAL RESOLUTION




3 That, subject to the passing of resolution 2, the directors of the Company be and they are empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 2 as if section 561 of the Act did not apply to any such allotment provided that this power shall

3 1 be limited to the allotment of equity securities up to an aggregate nominal amount as specified in resolution 2, and

3 2 expire on 31 May 2018, (unless renewed, varied or revoked by the Company prior to or on that date) save that the Directors may make the allotments of equity securities referred to in paragraph 3 1 notwithstanding the expiry of such power and the Company may before the expiry of any power contained in this resolution make a further offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired

AGREEMENT

Please read the notes at the end of this document before signifying your agreement or not to the resolution

	For	Against
RESOLUTION 1		
RESOLUTION 2		
RESOLUTION 3		

The undersigned, a person entitled to vote on the above resolution on the **Circulation Date**, irrevocably votes in respect of the resolution as indicated above

Signed



Dated 31/5/13

NOTES

1 If you wish to vote in favour of the resolution, please put an 'X' in the 'For' box below the resolution. If you wish to vote against the resolution, please put an 'X' in the 'Against' box below the resolution or leave both boxes blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods

- by hand delivering the signed copy to the Company's solicitor, Debbie Jackson, at Walker Morris, 12 Kings Court, King Street, Leeds LS1 2HL,
- by post returning the signed copy to the Company's solicitor, Debbie Jackson, at Walker Morris, 12 Kings Court, King Street, Leeds LS1 2HL,
- by email by attaching a scanned copy of the signed document to an email and sending it to Debbie Jackson@walkermorris.co.uk Please enter "Written resolution dated 31/5/13" in the email subject box

If you do not agree with 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 The resolutions proposed above include both ordinary resolutions and a special resolution. This means that each ordinary resolution will be passed if the Company receives before 28/6/13 (the Lapse Date) signified agreement to that resolution from a simple majority of the members of the Company, and the special resolution will be passed if the Company receives before the Lapse Date signified agreement to that resolution from members representing 75 per cent of the total voting rights of eligible members of the Company. Where, by the Lapse Date, insufficient agreement has been received for a resolution to pass, that resolution will lapse. If you agree to the resolution(s), please ensure that your agreement reaches us by 5 pm on the Lapse Date.

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a certified copy of the relevant power of attorney or authority when returning this document.