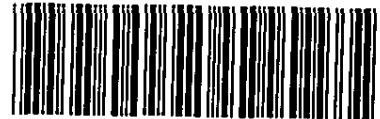


Company Number 00220748

WEDNESDAY



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23/11/2011

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COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

A.A. SITES LIMITED

WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER
OF THE COMPANY

17 November 2011 (THE "CIRCULATION DATE")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution

SPECIAL RESOLUTION

THAT

- 1 the issued share capital of the Company be reduced from £25,001 divided into 6,201 ordinary shares of £1 each and 18,800 4 9% cumulative preference shares of £1 each to £1 comprised of 1 ordinary share of £1 by cancelling and extinguishing 6,200 ordinary shares of £1 each and 18,800 4 9% cumulative preference shares of £1 each in the capital of the Company (as supported by a solvency statement of the directors of the Company, a copy of which is attached to this resolution),
- 2 the reserve arising as a result of such reduction be treated for the purposes of Part 23 of the Companies Act 2006 as a realised profit,
- 3 notwithstanding any provision of the Company's articles of association to the contrary and upon the recommendation of the directors but subject to the reduction of capital referred to in paragraph 2 of this resolution taking effect
- 3 1 a dividend in the aggregate amount of £25,000 be approved, to be made by way of a distribution *in specie* of the receivable of £25,000 owed to the Company by The Allam Group Limited (the "**Receivable**"),
- 3 2 such dividend be satisfied by way of the assignment of such Receivable to the Company's sole member, and
- 3 3 the directors be authorised to execute such documents to effect such distribution *in specie* and to settle any difficulty which may arise in regard to such distribution and assignment, as they may, in any case in their absolute discretion, think fit, and
- 4 The Allam Group Limited, being the sole member of the Company, hereby consents for all purposes to the passing of this resolution and to every variation of the rights attached to all of the issued shares in the Company as is or may be involved therein

Please read the notes at the end of this document before signing it

The undersigned, being the only person entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the resolution set out above

Signed


Duly authorised for and on behalf of The Allam Group Limited

Date

17/11/11

NOTES

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand delivering the signed copy to Catherine Drew at Charles Russell LLP, Buryfields House, Bury Fields, Guildford, GU 2 4AZ,

By Post returning the signed copy by post to Catherine Drew at Charles Russell LLP, Buryfields House, Bury Fields, Guildford, GU 2 4AZ,

By Fax faxing the signed copy to 01483 252556 marked "For the attention of Catherine Drew "

By E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to catherine.drew@charlesrussell.co.uk

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 Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the resolution to pass, such resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches the Company before the end of, or during, this period
- 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 copy of the relevant power of attorney or authority when returning this document