

COMPANY NO. 00372481
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION NO. 3

OF

GRAHAM & BROWN LIMITED

Dated 11th July 2012

WEDNESDAY



RM

R1DWNLR

25/07/2012

#320

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Board of Directors of the Company propose that each of the Resolutions set out below be submitted to the eligible members of the Company as Written Resolutions and passed as Special Resolutions ("the Resolutions") and we, the undersigned, being the eligible members of the Company hereby signify our irrevocable agreement to the Resolutions in accordance with the acceptance procedure set out below

SPECIAL RESOLUTIONS

- 1 THAT the New Articles, a copy of which is annexed to this Written Resolution and initialled by each of the Ordinary Shareholders and each of the A Ordinary Shareholders, be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association

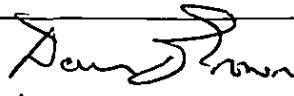





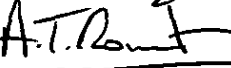
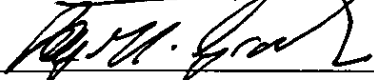


AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution

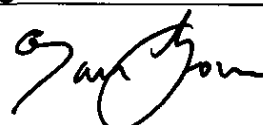
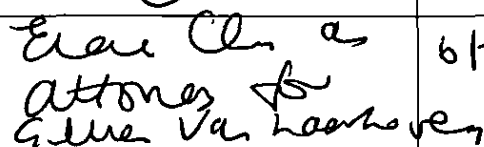


The undersigned, each person entitled to vote on the above Resolutions on 11th July 2012, hereby irrevocably agree to each of the Resolutions

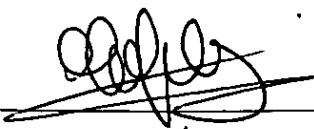

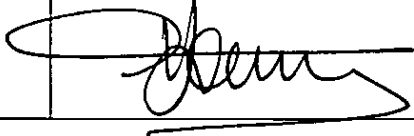
ORDINARY SHAREHOLDERS

Name of Shareholder	Signature(s)	Date
David Brown, Roger Graham and Alan Rowntree as Trustees of the David Brown 2011 Interest in Possession Trust		11/7/2012
Alan Rowntree and Roger Graham as Trustees of The Jessie M Haworth Settlement		11/7/2012
David Brown		6/7/2012

David Brown, Alan Rowntree and Roger Graham as Trustees of The David Brown Settlement	  	11/7/2012
John Carter		6/7/2012
Roger Hugh Graham		11/7/2012
David Brown, Alan Rowntree and Roger Graham as Trustees of The Roger Hugh Graham Settlement	  	11/7/2012
Ian Andrew Brown		6/7/2012
Andrew Harold Graham		6/7/2012

A ORDINARY SHAREHOLDERS

Name of Shareholder	Signature	Date
Ian Brown		6/7/2012
Gillian Van Laarhoven		6/7/2012
John Carter		6/7/2012
Andrew Harold Graham		6/7/2012

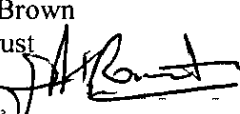


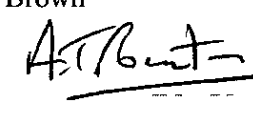
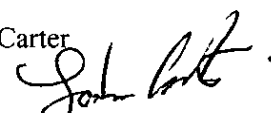
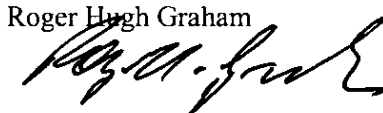
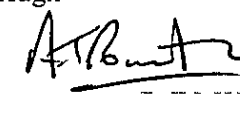

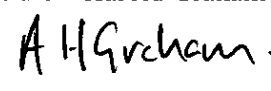
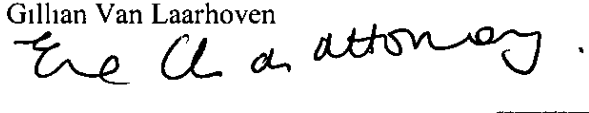
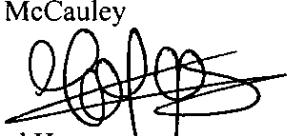
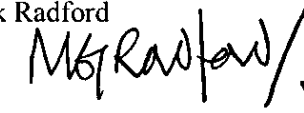
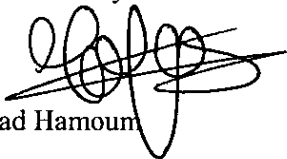
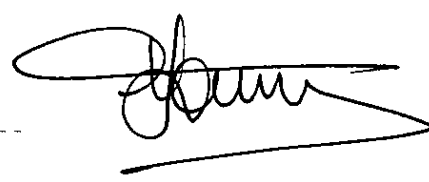
Mark McCauley		6/7/2012
Mark Radford		6/7/2012
Mourad Hamoum		11/7/2012

- 1 If you agree to the above Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company either by hand, delivering the signed copy to Gillian Van Laarhoven or by post to Gilliam Van Laarhoven at Graham & Brown Limited, P O Box 39, India Mill, Harwood Street, Blackburn, BB1 3BA
- 2 If you do not agree to any of the Special Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement
- 4 Unless, by 5 00pm on 28^{July} 2012 sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to this Resolution, please indicate your agreement and notify us as soon as possible
- 5 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
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please sent a copy of the relevant power of attorney or authority when returning this document

GRAHAM & BROWN LIMITED

ARTICLES OF ASSOCIATION

(adopted on 11/7/2012)

<u>Party</u>	<u>Initial</u>	<u>Party</u>	<u>Initial</u>
Alan Rowntree for the David Brown 2011 Interest in Possession Trust		Alan Rowntree for the Jessie M Haworth Settlement	
David Brown		Alan Rowntree for the David Brown Settlement	
John Carter		Roger Hugh Graham	
Alan Rowntree for the Roger Hugh Graham Settlement		Ian Andrew Brown	
Andrew Harold Graham		Gillian Van Laarhoven	
Mark McCauley		Mark Radford	
Mourad Hamoun			

CONTENTS

1	PRELIMINARY	1
2	DEFINITIONS AND INTERPRETATION	1
3	SHARE CAPITAL	4
4	CLASS RIGHTS AND ALLOTMENTS OF SHARES	7
5	TRANSFERS OF SHARES - GENERAL	8
6	SHARE TRANSFER – PRE-EMPTION RIGHTS	8
7	TRANSFERS BY "A" ORDINARY SHAREHOLDERS ON CEASING TO BE A DIRECTOR OR EMPLOYEE AND TRANSFERS ON DEATH OR BANKRUPTCY	11
8	DRAG ALONG – ORDINARY SHARES	14
9	DRAG ALONG – “A” ORDINARY SHARES	15
10	TAG ALONG	17
11	PROCEEDINGS AT A GENERAL MEETING	17
12	MEMBERS’ RESOLUTIONS	18
13	DIRECTORS	18
14	PROCEEDINGS OF DIRECTORS	19
15	NOTICES	19
16	INDEMNITIES	20