

COMPANY NO. 00372481
PRIVATE COMPANY LIMITED BY SHARES

10

WRITTEN RESOLUTION

OF

GRAHAM & BROWN LIMITED

Dated 8/2/ 2013

TUESDAY



A20 05/03/2013 #125
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 terms of an agreement (a copy of which is attached to this Written Resolution and a further copy of which has been available at the Company's registered office for inspection since 7 January 2013) between David Brown (1) and the Company (2) ("the Agreement") for the purchase by the Company of 292,500 Ordinary Shares of £1.00 each in the capital of the Company registered in the name of David Brown ("the Sale Shares") be and is hereby approved and the Company be and is authorised to enter into the Agreement pursuant to s694 of the Companies Act 2006
2. Each of the Ordinary Shareholders and each of the A Ordinary Shareholders, by signing this Written Resolution, agree to unanimously waive any pre-emption rights contained in the Company's Articles of Association which may otherwise apply on a disposal by David Brown of the Sale Shares.

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 8/2/ 2013, hereby irrevocably agree to each of the Resolutions


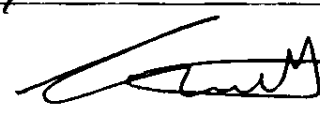
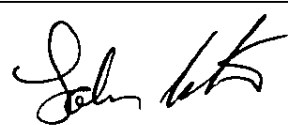
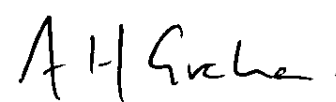
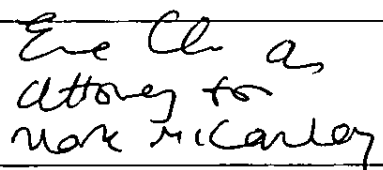

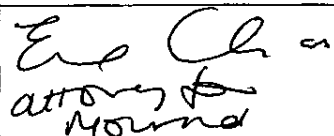
ORDINARY SHAREHOLDERS

Name of Shareholder	Signature(s)	Date
David Brown, Roger Graham and Alan Rowntree as Trustees of the David Brown 2011 Interest in Possession Trust	<i>Eve Clark as attorney for David Brown</i>	28/1/2013
	<i>Eve Clark as attorney for Roger Graham</i>	28/1/2013
	<i>A. Rowntree</i>	31.1.2013

Alan Rowntree and Roger Graham as Trustees of The Jessie M Haworth Settlement	<p>The Ch as attorney for David Brown</p> <p>The Ch as attorney for Roger Graham</p> <p>A. Bunt</p>	<p>28/1/2013</p> <p>28/1/2013</p> <p>31.1.2013</p>
David Brown	<p>The Ch as attorney for David Brown</p>	<p>28/1/2013</p>
David Brown, Alan Rowntree and Roger Graham as Trustees of The David Brown Settlement	<p>The Ch as attorney for David Brown</p> <p>The Ch as attorney for Roger Graham</p> <p>A. Bunt</p>	<p>28/1/2013</p> <p>28/1/2013</p> <p>31.1.2013</p>
John Carter	<p>John Carter</p>	<p>4/2/2013</p>
David Brown, Alan Rowntree and Roger Graham as Trustees of The Roger Hugh Graham Settlement	<p>The Ch as attorney for David Brown</p> <p>The Ch as attorney for Roger Graham</p> <p>A. Bunt</p>	<p>28/1/2013</p> <p>28/1/2013</p> <p>31.1.2013</p>

Ian Andrew Brown		4/2/13
Andrew Harold Graham		4/2/13

A ORDINARY SHAREHOLDERS

Name of Shareholder	Signature	Date
Ian Brown		4/2/13
Gillian Van Laarhoven		4/2/13
John Carter		4/2/13
Andrew Harold Graham		4/2/13
Mark McCauley		28/1/2013
Mark Radford		4/2/13
Mourad Hamoum		28/1/2013

- 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 28/2/2013 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 send a copy of the relevant power of attorney or authority when returning this document.
- 7 David Brown is ineligible to vote on this Resolution.