

COPY

THE COMPANIES ACT 2006
WRITTEN RESOLUTIONS
OF THE SHAREHOLDER(S) IN
SAGA SERVICES LIMITED
(the "Company")

We the undersigned, being the Shareholder(s) (s) of the Company (the Shareholder(s) (s) are entitled to receive notice of and attend and vote at meetings of Shareholder(s) (s), in accordance with section 288 of the Companies Act 2006 (the "2006 Act") pass the following resolutions and agree that these resolutions are, for all purposes, as valid and effective as if the same had been passed at a meeting of the Shareholder(s) of the Company duly convened and held

SPECIAL RESOLUTIONS

- 1 THAT the remedial actions outlined in the transaction summary (the "Transaction Summary") as appended to these written resolutions as at Appendix 1 are confirmed as all of the transactions recorded in relation to the Company's constitution and share capital during the last 5 years are confirmed, ratified and approved and THAT the directors be authorised to take all and any such necessary or incidental steps for the remedial actions to be completed,
- 2 THAT any share allotments outlined in the Summary made in contravention of section 80 of the Companies Act 1985 (the "1985 Act") and section 551 of the 2006 Act (relating to the Directors' authority to allot), and/or in contravention of section 89 of the 1985 Act and section 561 of the 2006 Act (relating to pre-emption rights of existing Shareholder(s) s) are confirmed, ratified and approved to the fullest extent legally possible,
- 3 That pursuant to the provisions of section 570 of the 2006 Act, the provisions of section 561 of the 2006 Act shall not apply to the allotment of any shares where directors have general authority in terms of section 551 of the 2006 Act to allot shares,

AGREEMENT

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

The undersigned, being the Shareholder(s) entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions



Stuart Howard
For and on behalf of
Saga Group Limited
Date 11/5/14

THURSDAY



A30 *A37FWZCR* #72
08/05/2014
COMPANIES HOUSE

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 If you do not agree to the 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 Resolutions, you may not revoke your agreement
- 4 Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period

Remedial Actions

	Appendix 1 - Transaction Summary if approval not documented during the last 5 years	Effective date
1	Director Authority to allot expired 15 August 1967 and therefore authority to be renewed now	Renewed as at date of this meeting
2	2009, 2010, 2011, 2012, and 2013 Annual General Meeting should have been held	
3	Dividend issued of £90,000,000 Dividend issued of £85,500,000 Dividend issued of £82,500,000 Dividend issued of £91,500,000	26/01/2012 24/01/2011 29/01/2010 31/01/2009
	Together the "Transactions"	