

ADARE INTERNATIONAL LIMITED

Company No: 01610897

(THE "COMPANY")

WRITTEN SPECIAL RESOLUTIONS

PURSUANT TO

CHAPTER 2, PART 13 OF THE COMPANIES ACT 2006

DATED: 8 March 2012

On 8 March 2012 the following resolutions were passed as written resolutions of the Company in accordance with section 288 of the Companies Act 2006 by all the members of the Company who, at that date, were entitled to attend, and vote, at general meetings of the Company.

SPECIAL RESOLUTIONS

- 1 **THAT** the execution, delivery and performance by the Company of -
 - 1 1 a £21,000,000 senior term and revolving facilities to be made available to ACICS Limited ("ACICS") pursuant to the terms of a senior facilities agreement ("Senior Facilities Agreement") to be entered into by, amongst others (1) Mavisbank Limited as parent ("Mavisbank"), (2) ACICS as borrower, (3) the companies listed in part I of schedule 1 to the Senior Facilities Agreement, of which the Company is one, as original guarantors, (4) Bank of Scotland plc as senior agent (5) the financial institutions set out in parts II and III of schedule 1 to the Senior Facilities Agreement as the senior lenders ("Senior Lenders"), (6) Bank of Scotland plc as security trustee ("Security Trustee") and (7) Bank of Scotland plc as original hedge counterparty,
 - 1 2 a £6,600,000 mezzanine facility to be made available to Tollbrae Limited ("Tollbrae") pursuant to the terms of a mezzanine facility agreement ("Mezzanine Facility Agreement") to be entered into by, amongst others (1) Mavisbank as parent, (2) Tollbrae as borrower, (3) the Obligors (as defined in the Senior Facilities Agreement) as original guarantors, (4) Bank of Scotland plc as mezzanine agent, (5) Bank of Scotland plc as Security Trustee and (6) the persons named in the Mezzanine Facility Agreement as mezzanine lenders,
 - 1 3 a debenture to be entered into between, amongst others, (1) the Company as chargor and (2) the Security Trustee,
 - 1 4 an intercreditor agreement to be entered into between, amongst others, (1) Bank of Scotland plc as senior lender, (2) Bank of Scotland plc as mezzanine lender, (3) the Senior Lenders, (4) the Hedge Counterparty, (5) the Existing Ancillary Lender, (6) the Mezzanine Lenders, (7) Bank of Scotland plc as Security Trustee, (8) ACICS, (9) the Senior Borrower, (10) the Mezzanine Borrower, (11) the Original Debtors, (12) the Equity Investor, (13) the Senior Management and (14) the Intra-Group Lenders (each as defined therein),
 - 1 5 a clearing bank facility letter to be entered into between (1) ACICS, (2) the companies listed in schedule 1, of which the Company is one, therein and (3) Bank of Scotland plc,
 - 1 6 an ancillary facility letter to be entered into between (1) ACICS, (2) the companies listed in schedule 1, of which the Company is one, therein and (3) Bank of Scotland plc, and

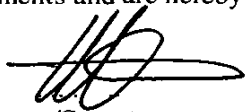
- 1 7 an intra-group loan agreement to be entered into between (1) Mavisbank, (2) ACICS, (3) Tollbrae and (4) the companies set out in the schedule therein, of which the Company is one,

(together the "**Documents**"),

is for the benefit of and in the interests of the Company and is hereby approved (a copy of such Documents having been supplied to the sole member of the Company prior to the signing of this written resolution), subject to such changes as the Company's directors or any duly authorised attorney for the Company may, in their absolute discretion, think fit

- 2 That the entering into any notice, certificate or other document required to be executed on behalf of the Company in connection with the Documents, in such form as the Company's directors or any duly authorised attorney for the Company may, in their absolute discretion, think fit be and are hereby approved
- 3 That notwithstanding any provisions of the Company's memorandum and articles of association (including for the avoidance of doubt, article 9(1)) or any personal interest of the Company's directors
- 3 1 the directors of the Company have authority to approve the terms of, and the transactions contemplated by, the Documents and any related documents, and
- 3 2 the directors and/or authorised signatories of the Company be and are hereby authorised to take any action or enter into any other documents in connection or pursuant to the terms of the Documents as they shall deem necessary or appropriate, and to execute, deliver and perform any and all obligations made under those documents
- 4 That the entering into of the proposed transactions substantially on the terms set out in the Documents and the performance of the obligations thereunder are in the best interests of the Company's business and of commercial benefit to the Company, will promote the success of the Company for the benefit of its members as a whole and that the Company will receive full and fair consideration for the obligations it is undertaking in accordance with the terms of the Documents and are hereby approved

Signed



Director/Secretary