

WRITTEN RESOLUTION

OF

INTACO LIMITED (Company)

Dated 31 January 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are adopted as special resolutions (**Resolutions**)

SPECIAL RESOLUTIONS

1. RESOLUTION 1

THAT, the articles of association shall be and are hereby amended by the deletion of article 7 and its replacement to read as follows

Regulation 35 of Table A shall not apply to the Company and subject to the provisions of the Act, the company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares either out of distributable profits of the company, out of the proceeds of a fresh issue of shares or otherwise

2. RESOLUTION 2

THAT, the terms of an unconditional contract (**Share Buy-back Agreement**) between the Company (1) and Barry Humphreys (BH) (2) whereby the Company purchases from BH 3 ordinary shares of £1 each and 4 ordinary B shares of £1 each (**Sale Shares**) in the capital of the Company registered in its name for the consideration therein specified (a copy of the Share Buy-back Agreement has been supplied to the members eligible and is annexed hereto) be and is hereby approved and that any director be and is hereby authorised to sign the same on behalf of the Company




3. RESOLUTION 3


THAT, the members of the Company hereby waive all rights of pre-emption (if any) over the Sale Shares to which they may be entitled under the articles of association of the Company or otherwise in relation to the sale and purchase of the Sale Shares pursuant to the Share Buy-back Agreement


AGREEMENT

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

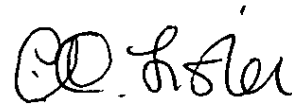
The undersigned, each being a person entitled to vote on the above resolutions on the date of circulation, hereby irrevocably agree to the Resolutions


H GIZZI


J GIZZI


B HUMPHREYS


S GIZZI


C.K FISHER


N GIZZI

NOTES

1 If you agree to the Resolutions, 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

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- (a) **By Hand** delivering the signed copy to the Company's registered office
- (b) **Post** returning the signed copy by post to the Company's registered office
- (c) **E-mail** by attaching a scanned copy of the signed document to an email and sending it to Cynthia.Fisher@intatec.co.uk

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, by 28 days from the circulation date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

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