

Company no. 3338182

**The Companies Act 2006**  
**Private company limited by shares**  
**Written resolutions**  
**of**  
**PC Cox (Holdings) Limited**

FRIDAY



23 December 2009 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of PC Cox (Holdings) Limited (the "**Company**") propose that:

- resolution 1 below is passed as an ordinary resolution (the "**Ordinary Resolution**"); and
- resolutions 2 and 3 below are passed as special resolutions (the "**Special Resolutions**").

**Ordinary Resolution:**

1. **That** the directors be and they are generally and unconditionally authorised for the purposes of section 551, Companies Act 2006 to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to a maximum nominal amount of £1,218,561 at any time expiring five years from the date of this resolution on which date this authority will expire and this authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.

**Special Resolutions:**

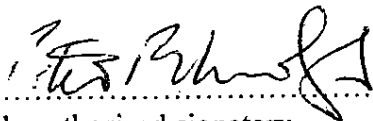
2. **That** by virtue of section 570 of the Companies Act 2006, section 561 shall not apply to the allotment of shares pursuant to the authority conferred by ordinary resolution as above.
3. That :
  - (a) the articles of association of the Company be amended by deleting to the fullest extent permitted by law all of the provisions of the Company's memorandum of association which, by virtue of Section 28, Companies Act 2006, are to be treated as provisions of the Company's articles of association;

- (b) any limit on the maximum amount of shares that may be allotted by the Company which is imposed by the amount of the Company's authorised share capital that is in force be revoked; and
- (c) the draft articles of association initialled for the purposes of identification by the chairman of the meeting proposing this resolution and attached to this resolution be and they are adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.

**Important:**

**Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.**

The undersigned, being a person entitled to vote on the resolutions on the Circulation Date (see Note 4), hereby irrevocably agree to the Ordinary Resolution and Special Resolutions.



duly authorised signatory  
for and on behalf of  
PC Cox Group Ltd

Number of ordinary shares: 1,000,000

Date: 23 December 2009

## Notes

1. You can choose to agree to all of the Ordinary Resolution and Special Resolutions or none of them but you cannot agree to only some of them. If you agree to all of 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:
  - By hand (by delivering the signed copy to Turnpike Industrial Estate, Turnpike Road, Newbury, Berkshire RG14 2LR marked for the attention of Peter Crawford).
  - By post (by returning the signed copy to Turnpike Industrial Estate, Turnpike Road, Newbury, Berkshire RG14 2LR marked for the attention of Peter Crawford).

**Please note that return of this document will not be accepted by fax or email.**

2. **The resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on any of the resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against all of the resolutions.
3. Once you have signified your agreement to the resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
5. 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.