

Company No: 03669221

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PLEASE HOLD (UK) LIMITED

(the "Company")

8th July 2011
(the "Circulation Date")

Pursuant to Part 2 of Chapter 13 of the Companies Act 2006 (the "Act"), the Directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as an ordinary resolution (the "Resolution")

ORDINARY RESOLUTION

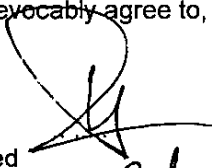
- 1 **THAT** the situational or other conflicts of interest of all of the Directors of the Company arising as a result of the proposed adoption of an EMI share option plan and the proposed issue of shares pursuant to the EMI share option plan or not are hereby authorised and any action by any of them which would or might otherwise be or have been an infringement of a Director's duty under section 175 of the Act by virtue of the nature of each Director's conflict of interest be and are hereby authorised

AGREEMENT

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

We, the undersigned, were at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Resolution -

Grant Reed



Date

8th July 2011

Jason Clarke



Date

8th July 2011

