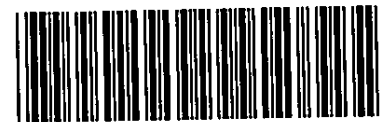


CALLITECH LIMITED
(Company Number 3894972)
(the "Company")

SATURDAY



A20 *A49Y8LFX* 20/06/2015 #58
COMPANIES HOUSE

WRITTEN RESOLUTIONS

Circulation Date:10TH JUNE..... 2015

Pursuant to Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose that the following resolutions be passed as written resolutions of the Company having effect as an ordinary resolution in the case of resolution A below and a special resolution in the case of resolution B below (the "Resolutions")

ORDINARY RESOLUTIONS

- A. Notwithstanding any personal interest, the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to authorise the execution and delivery of
- (a) a guarantee (limited to £10.5 million plus interest and costs) of all obligations and liabilities owing from time to time by TDKP Limited to The Royal Bank of Scotland plc;
 - (b) a debenture proposed to be granted by the Company in favour of The Royal Bank of Scotland plc, under which the Company will create fixed and floating charges over all of its assets and undertaking by way of security to The Royal Bank of Scotland plc for all of its obligations and liabilities from time to time to such Bank (including under the guarantees listed above and below),
 - (c) an unlimited guarantee in respect of cost overruns in the construction of the development at Western Gateway, Wrexham registered at the Land Registry with title number CYM643103; and
 - (d) certificates, notices and other documents to be delivered to The Royal Bank of Scotland plc pursuant to the above deeds and documents,

in each case, in such form as the directors may authorise and to take such action as may be required in order to give effect to the transactions referred to in such documents

SPECIAL RESOLUTIONS

- B That the articles of association of the Company be and hereby are amended by adding the following paragraphs as articles 14, 15 and 16 respectively.

"Security over Shares

- 14 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
- (A) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a Secured Institution);
 - (B) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - (C) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security

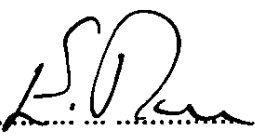
and furthermore notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to provide any prior written notice to the Company or to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them whether for consideration or not

- 15 The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution.
16. Any pre-emption rights contained in these articles of association shall not apply in relation to any shares which have been charged by way of security to a Secured Institution by any shareholder of the Company from time to time "

AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the circulation date specified above, hereby irrevocably agrees to the Resolutions.

Signed  - Name: Edward Reeves,
for an on behalf of TDKP
Limited

Dated: 10th JUNE 2015

NOTES

1. If you agree with the Resolutions, please indicate your agreement to them by signing and dating this document where indicated above, and return it to the Company. If you do not agree with the Resolutions, you do not need to do anything as by failing to reply to this document, you will not be deemed to have agreed with the Resolutions.
2. Once you have indicated your agreement to the Resolutions, you may not change your mind and revoke your agreement.
3. In order for the Resolutions to be passed, sufficient agreement must have been received by the Company within 28 days from (and including) the above Circulation Date. If sufficient agreement has not been received by that date then the Resolutions will lapse. If you do agree with the Resolutions, please return this document to the Company as quickly as possible and do ensure your agreement reaches us within 28 days of the above Circulation Date.
4. 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 names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.
6. The directors confirm that a copy of the Resolutions has been sent to the auditors of the Company in accordance with Chapter 2 of Part 13 Companies Act 2006.