

SHAREHOLDER WRITTEN RESOLUTION
TACTICAL SOLUTIONS UK LTD (the "Company")
COMPANY NUMBER 04103199
WRITTEN RESOLUTIONS OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

The directors of the Company propose that the following written resolutions be passed by the Company as special resolutions

- 1 **THAT** the Company enters into a £115,000,000 multicurrency revolving credit facility agreement (the "**New Facility Agreement**") between (1) St Ives plc, (2) the Company as an Original Obligor (as listed in Schedule 1 therein), (3) HSBC Bank plc and The Royal Bank of Scotland plc as arrangers, and (4) HSBC Bank plc as Agent,
- 2 **THAT** the Directors have authority to approve the terms of, and the transaction contemplated by, the New Facility Agreement and any related or ancillary document (the "**Relevant Documents**"),
- 3 **THAT** Matthew Robert Armitage, who is also a director of St Ives plc, SP Group Limited, Occam DM Limited, Incite Marketing Planning Limited, Branded3 Search Ltd, Pragma Consulting Limited, St Ives Management Services Limited, Response One Limited, Service Graphics Limited, Clays Ltd, Amaze Limited, Amaze (Europe) Limited, Realise Limited and The Health Hive Limited (each of which will also be entering into the New Facility Agreement), be permitted to infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of such companies entering into or otherwise being interested in some or all of the Relevant Documents and/or the transactions contemplated thereby,
- 4 **THAT** Paul Bradley Gray, who is also a director of St Ives plc, SP Group Limited, Occam DM Limited, Incite Marketing Planning Limited, Branded3 Search Ltd, Pragma Consulting Limited, St Ives Management Services Limited, Response One Limited, Service Graphics Limited, Clays Ltd, Amaze Limited, Amaze (Europe) Limited, Realise Limited and The Health Hive Limited (each of which will also be entering into the New Facility Agreement), be permitted to infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of such companies entering into or otherwise being interested in some or all of the Relevant Documents and/or the transactions contemplated thereby,
- 5 **THAT** the giving of the guarantee by the Company under the New Facility Agreement and entry into by the Company of the proposed transaction substantially on the terms set out in the New Facility Agreement will promote the success of the Company for the benefit of its members as a whole, and
- 6 **THAT** these resolutions have effect notwithstanding any provision of the Company's Articles of Association

Members of the Company who are eligible members because they are entitled to vote on the resolutions on the circulation date (that is the first date on which copies of the resolutions are first sent to members) should sign and date below to signify their agreement to the resolutions and return the signed document by hand or by post to One Tudor Street, London, EC4Y 0AH or send a copy by email to secretariat@st-ives.co.uk



These resolutions must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise it will lapse

Agreed

Signed 

for and on behalf of St Ives Marketing Services Limited

Date 17/03/2015