

(Company Number 04343035)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

proposed as an

ORDINARY RESOLUTION

OF

QUADRANT GROUP LIMITED (the "Company")

(passed pursuant to section 288 of the Companies Act 2006)

We, the undersigned, being or representing all of the members of the Company entitled to vote at general meetings of the Company, HEREBY RESOLVE as follows.

WRITTEN RESOLUTION

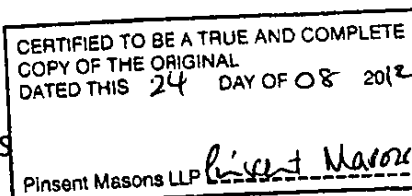
As an ordinary resolution:

- 1 THAT the board of directors of the Company be authorised to enter into the following documents for and on behalf of the Company.
 - 1.1 the £1,500,000 00 facility agreement between (1) the Company and (2) Lloyds TSB Bank plc;
 - 1.2 the deed of subordination of debt between (1) the Company, (2) Scawton Limited and (3) Lloyds TSB Bank Plc;
 - 1.3 the omnibus guarantee between (1) the Company (among others) and (2) Lloyds TSB Bank Plc,
 - 1.4 the omnibus guarantee and set off agreement between (1) the Company (among others) and (2) Lloyds TSB Bank Plc,
 - 1.5 debenture to be made by the Company in favour of Lloyds TSB Bank plc;

together being referred to as the "Documents".

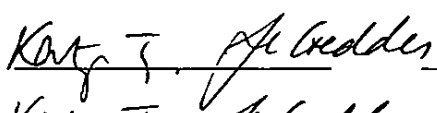
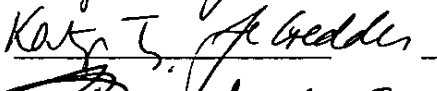
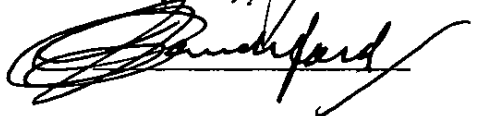
- 2 THAT the terms of, and the transactions contemplated by the Documents be and are hereby approved.

Dated 22 August 2012



Shareholders who wish to agree to such resolution should signify their agreement by signing and returning this document to Pinsent Masons marked for the attention of Jason Fisher.

If sufficient agreement is not received within 28 days then this resolution will lapse and shareholders will not be able to indicate agreement after that date.

Name of Shareholder	Signature of or on behalf of Shareholder	Date of Signature
Arazan Limited		<u>22 August 2012</u>
Scawton Limited		<u>22 August 2012</u>
Jeff Sandiford		<u>22 August 2012</u>

Copy Auditors

Company No. 04343035

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

QUADRANT GROUP LIMITED

Incorporated 19 December 2001

(Adopted by special resolution on

2012)



Pinsent Masons