

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PAIG FINANCE LIMITED (the "Company")

18 January 2012

(the "Circulation Date")

THURSDAY



A18 19/01/2012 #175
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, having effect as special resolutions (the "Resolutions") -

SPECIAL RESOLUTIONS

- 1 **THAT** the issued share capital of the Company be re-organised by consolidating the 6,347,003 ordinary shares of £1 00 each into 1 ordinary share of £6,347,003 in the capital of the Company and having the rights set out in the existing articles of association of the Company
- 2 **THAT** subject to the passing of Resolution 1, paid up capital to the extent of £6,347,002 on the ordinary share of £6,347,003 in issue be cancelled and the nominal value of that share be reduced from £6,347,003 to £1, such that the share capital of the Company should be reduced so that the issued share capital of the Company will be £1 divided into 1 ordinary share of £1

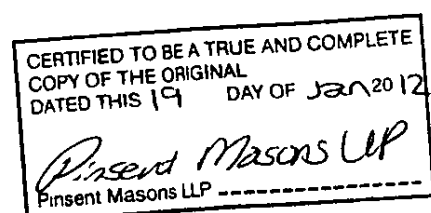
AGREEMENT

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

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


For and on behalf of
Seton House Group Limited

18 January 2012
Dated



Notes:

1 If you agree to 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** delivering the signed copy to Phoebe Matthews, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH,
- **Post** returning the signed copy by post to Phoebe Matthews, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH,
- **Fax** faxing the signed copy to 0121 626 1040 marked "For the attention of Phoebe Matthews",
- **Email** by emailing the signed copy to phoebe.matthews@pinsentmasons.com

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3 Unless sufficient agreement has been received for the Resolutions to pass by the date falling 15 days from and including the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

4 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