

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

NURTON HOLDINGS LIMITED

(a company registered in England no 04481125)

("the Company")

WRITTEN RESOLUTIONS

OF

THE SOLE MEMBER

Circulation Date: 03 JUL 2012

Date Agreed: 03 JUL 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions numbered 1 and 2 below are hereby agreed as Special Resolutions (together "**the Resolutions**")

SPECIAL RESOLUTIONS

- 1 **That**, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in the memorandum of association of the Company, which by virtue of section 28 of the Companies Act ("**2006 Act**") is treated as a provision of the Company's articles of association, is hereby revoked and deleted
- 2 **That**, in accordance with section 551 of the 2006 Act, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £28,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 10 July 2012 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

THURSDAY



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COMPANIES HOUSE

AGREEMENT TO WRITTEN RESOLUTIONS

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

The undersigned, being the sole member entitled to vote on the Resolutions on the circulation date set out above, hereby irrevocably agree to the passing of the Resolutions


Signed by
Claverley Group Limited

03 JULY 2012
Date of signature

NOTES:

- 1 If you wish to agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company at the Company's registered office or to its solicitors SGH Martineau LLP marking it for the attention of Gareth Brewerton or by fax on 0800 763 1001 or by email (in PDF format) to gareth.brewerton@sghmartineau.com
- 2 If you do not agree to all of the Resolutions you need not do anything You will not be deemed to agree if you fail to respond
- 3 Once you have indicated your agreement to the Resolutions you may not revoke your agreement
- 4 Unless by the end of the period of 28 days beginning with the circulation date set out above sufficient agreement has been received for the Resolutions to be passed they will lapse