

Company number: 04503206

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

A J Bell Holdings Limited (Company)

25 November 2011 (Circulation Date)



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

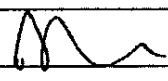

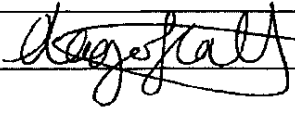
SPECIAL RESOLUTION

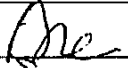
The terms of an agreement between the Company and Elizabeth McGeary for the purchase by the Company of 10,000 A non-voting ordinary shares of 0.1 pence each in the capital of the Company as set out in the draft Purchase Contract (a copy of which was sent to each of the members having the right to vote on this resolution at the same time as this resolution was sent to them) be approved and the Company be authorised to enter into the Purchase Contract.

AGREEMENT

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

The undersigned, being persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

Voting Shareholder Name	Signature	Date
Andrew James Bell		x 05/12/11
Nicholas Francis Littlefair		
Fergus John Lyons		x 05/12/11
Bernard Nigel Yardley		
Ian Douglas Coulson		
Michael Shelmerdine		
James Martin		
Bank of New York (Nominees) Limited		
State Street Nominees Limited		
Charles William Galbraith		
Roger Stott		x 05/12/11
Karen Hewitt		
Richard Stuart Taylor		

Voting Shareholder Name	Signature	Date
Malcolm Neil Gordon		
Janet Albrecht		
Leslie Michael Platts		
The A J Bell Trust		x 05/12/11

NOTES

1. If you agree with the Resolution, 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 Bruce Robinson of Weightmans LLP, India Buildings, Water Street, Liverpool, L2 0GA.

Post: returning the signed copy by post to A J Bell Holdings Limited, Trafford House, Chester Road, Manchester, M32 0RS (FAO Michael Summersgill).

Email: returning an electronic copy of the signed Resolution by email to michael.summersgill@ajbell.co.uk.

You may not use any electronic address provided either:

- In this Resolution; or
- any related documents (including the proxy form);

to communicate with the Company for any purposes other than those expressly stated.

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

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Andrew James Bell		
Nicholas Francis Littlefair	<i>N Littlefair</i>	01-Dec-2011
Fergus John Lyons		
Bernard Nigel Yardley		
Ian Douglas Coulson		
Michael Shelmerdine		
James Martin		
Bank of New York (Nominees) Limited		
State Street Nominees Limited		
Charles William Galbraith		
Roger Stott		
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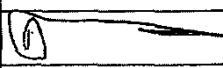
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Andrew James Bell		
Nicholas Francis Littlefair		
Fergus John Lyons		
Bernard Nigel Yardley		29 Nov 2011
Ian Douglas Coulson		
Michael Shelmerdine		
James Martin		
Bank of New York (Nominees) Limited		
State Street Nominees Limited		
Charles William Galbraith		
Roger Stott		
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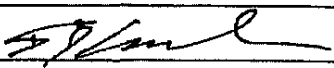
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Fergus John Lyons		
Bernard Nigel Yardley		
Ian Douglas Coulson		1/12/11
Michael Shelmerdine		
James Martin		
Bank of New York (Nominees) Limited		
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Charles William Galbraith		
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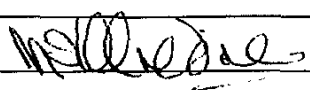
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Andrew James Bell		
Nicholas Francis Littlefair		
Fergus John Lyons		
Bernard Nigel Yardley		
Ian Douglas Coulson		
Michael Shelmerdine		05.12.2011.
James Martin		
Bank of New York (Nominees) Limited		
State Street Nominees Limited		
Charles William Galbraith		
Roger Stott		
Karen Hewitt		
Richard Stuart Taylor		

Company number: 04503206

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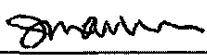
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Nicholas Francis Littlefair		
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Bernard Nigel Yardley		
Ian Douglas Coulson		
Michael Shelmerdine		
James Martin		29/11/11
Bank of New York (Nominees) Limited		
State Street Nominees Limited		
Charles William Galbraith		
Roger Stott		
Karen Hewitt		
Richard Stuart Taylor		

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Nicholas Francis Littlefair		
Fergus John Lyons		
Bernard Nigel Yardley		
Ian Douglas Coulson		
Michael Shelmerdine		
James Martin		
Bank of New York (Nominees) Limited	Jennifer L May	30-Nov-2011
State Street Nominees Limited		
Charles William Galbraith		
Roger Stott		
Karen Hewitt		
Richard Stuart Taylor		

THIS PROXY LIMITED TO 14,476,869 SHARES

Company number: 04503206

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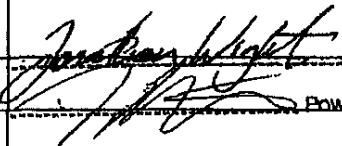
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Fergus John Lyons		
Bernard Nigel Yardley		
Ian Douglas Coulson		
Michael Shelmerdine		
James Marlin	Mr. Lawrence Stoddart STATE STREET NOMINEES LIMITED	
Bank of New York (Nominees) Limited	was hereto affixed in the presence of	
State Street Nominees Limited	 RESIGNATION XCE3	Director/
Charles William Galbraith	Power of Attorney	05/12/11
Roger Stott		
Karen Hewitt		
Richard Stuart Taylor		

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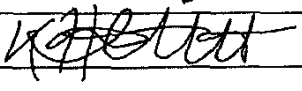
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Michael Shelmerdine		
James Martin		
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State Street Nominees Limited		
Charles William Galbraith		
Roger Stott		
Karen Hewitt		31/12/11
Richard Stuart Taylor		

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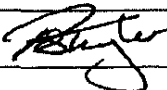
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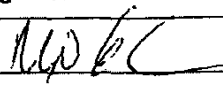
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Bernard Nigel Yardley		
Ian Douglas Coulson		
Michael Sheldredline		
James Martin		
Bank of New York (Nominees) Limited		
State Street Nominees Limited		
Charles William Galbraith		
Roger Stott		
Karen Hewitt		
Richard Stuart Taylor		30/11/2011

Voting Shareholder Name	Signature	Date
Malcolm Neil Gordon		30/11/11
Janet Albrecht		
Leslie Michael Platts		
The A J Bell Trust		

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You may not use any electronic address provided either:

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5. 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.

Voting Shareholder Name	Signature	Date
Malcolm Neil Gordon		
Janet Albrecht	<i>J. Albrecht</i>	29.11.2011
Leslie Michael Platts		
The A J Bell Trust		

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
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Malcolm Neil Gordon		
Janet Albrecht		
Leslie Michael Platts		4/12/11
The A J Bell Trust		

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The A J Bell Trust	x 	05/12/11

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