

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SHOWDALE LIMITED – company number 05108523 (the "Company")

Dated 15th May 2012

The directors of the Company propose that the resolution below is passed as special resolution (the "Special Resolution")

Special Resolution

- 1 THAT the company issue 29,800 £1 Preference Shares with a nominal value of £1 for £1 to Terbrehop Ltd Pension Scheme The shares will carry a coupon rate of 4 5%

AGREEMENT

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

The undersigned, being persons entitled to vote on the above resolution on 15th May 2012, hereby irrevocably agree to the Special Resolution

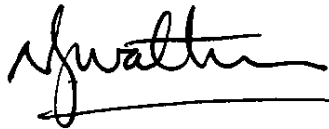
Signed by **Christopher Bishop**



Date

15/05/2012

Signed by **Nicolas Walters**



Date

15/5/2012



NOTES

1 If you agree to 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 Christopher Bishop at 122 Clapham Common, Northside, London, SW4 9SP

Post returning the signed copy by post to Christopher Bishop at 122 Clapham Common, Northside, London, SW4 9SP

Fax faxing the signed copy to Fax number marked "For the attention of Christopher Bishop"

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to email address Please enter "Written Resolution dated 15th May 2012"

in the e-mail subject box

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

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

3 Unless, by 28 days after the circulation date, sufficient agreement has been received for the resolution to pass, they will lapse If you agree to the resolution, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

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