

**THE COMPANIES ACT 2006**

**RHYL INVESTMENTS LIMITED (the "Company")  
(Company No. 05710339)  
WRITTEN RESOLUTION**

We, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company make the following resolution as a Special resolution of the Company and which will, Section 288(5) of the Companies Act 2006 ('the Act') be as valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held -

- 1 The Directors be granted a general and unconditional authority under section 551 of the Companies Act 2006 to allot 1 ordinary share of £1 00 each in the Company up to an aggregate nominal amount of £1 00 so that the issued share capital of the Company shall be £2 00 made up of two ordinary shares of £1 00 each

*Richard Fildes*

Dated 29<sup>th</sup> August 2013

**AGREEMENT**



Please read the following notes before signifying your agreement to the Special Resolution

**NOTES**

- 1 (If there is more than one Resolution) you can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to [all of] the Resolution/s, 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 the Company's solicitors Butcher and Barlow Solicitors LLP at 34 Railway Road, Leigh, WN7 4AU

**Post** returning the signed copy by post to Butcher and Barlow LLP at that address

**Fax** faxing the signed copy to 01942 674 144 marked "For the attention of Mr J A Aldersley"

**E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [jaldersley@butcher-barlow.co.uk](mailto:jaldersley@butcher-barlow.co.uk)

If you do not agree to [all of] the Resolution/s, 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/s, you may not revoke your agreement

3 Unless, by 27<sup>th</sup> August 2013 sufficient agreement has been received for the Resolution/s to pass, they will lapse. If you agree to the Resolution/s, 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