

Private Company Limited by Shares

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DRAFT Written Resolutions of
COPERFORMA LIMITED - CRN: 05727776 (the "Company")

Thursday 8th December 2011

"Circulation Date"

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that Resolutions 1 and 2 below are passed as ordinary resolutions ("**Ordinary Resolutions**"), and Resolutions 3 and 4 are passed as special resolutions ("**Special Resolutions**")

ORDINARY RESOLUTIONS

- 1 That the Ordinary Resolution passed on 16th November 2010 be amended so that the words "be subdivided into 1,000 Ordinary Shares" be replaced with the words "be subdivided into 100 Ordinary Shares"
- 2 That, subject to and following the passing of Resolution 1, that each and every Ordinary share of £0.01 nominal value in the Company in issue at the date of this resolution be subdivided into 100 Ordinary shares of £0.0001 nominal value in the Company such that after the subdivision there will be 100,000 Ordinary shares in issue

SPECIAL RESOLUTIONS

- 3 That the Directors be and are hereby authorised in accordance with section 570 of the Companies Act 2006 (the "Act") and with Article 4.10 of the Company's Articles, to disapply Article 4.1 in relation to the allotment of Ordinary Shares pursuant to an Employees' Share Scheme within the meaning of Section 1166 of the Act and that section 561 of the Act shall not apply to any such allotment
- 4 That the Company's Articles be amended as follows
 - (a) By the insertion of the following new Definitions at Article 2.1

"**Employees' Share Scheme**" means an employees' share scheme within the meaning of section 1166 of the Companies Act 2006,

"**Bad Leaver**" means any person who ceases to be an officer or employee of the Group other than in circumstances where the directors, in their absolute discretion, resolve that special circumstances apply such that an individual should not be treated as a Bad Leaver,
 - (b) By the addition of a new Article 8 as follows and that original Articles 8 to 14 inclusive be renumbered accordingly

8 "SHARE PLANS"

- 8.1 Any holder of shares who has acquired shares through an Employees' Share Scheme or any other share acquisition deed, option agreement or other plan to which this Article is stated to apply to in such document (together a "Share Plan") and who wishes to sell or transfer any or all of such shares (the "Proposing

Transferor”) shall immediately notify the Company in writing (a “Transfer Notice”) stating the number of shares that he wishes to sell and the price at which they are to be offered (the “Offer Price”)

- 8 2 If the holder of shares is a Bad Leaver, the Offer Price shall not be more than the price the Proposing Transferor paid to acquire the shares
- 8 3 Upon receiving a Transfer Notice under Article 8.1 the Company shall use its reasonable endeavours to procure a buyer for the shares at the Offer Price and in the first instance shall offer the shares to the trustees of any Employee Benefit Trust which the Company may have established. If the Company has been unable to find a buyer or buyers which is (are) acceptable to the Company the Proposing Transferor shall not be at liberty to dispose of the shares to any other person or organisation except to the Company or a buyer acceptable to the Company at a price determined by the Company. In the event that the price offered by the Company for the shares is below the Offer Price the Proposing Transferor shall be at liberty to keep the shares until such time as the Company procures a buyer at an Offer Price agreed or determined in the light of the Company’s performance and prospects at that time and the Transfer Notice shall be held to be in abeyance until that time. In such circumstances, if the Proposing Transferor becomes a Bad Leaver before payment is made for the shares, the Offer Price shall not be more than the price the Proposing Transferor paid to acquire the shares
- 8 4 The directors in their absolute discretion may decide on any occasion that certain persons (including personal representatives) shall be deemed to have served a transfer notice (a “Deemed Transfer Notice”) under Article 7 4, in respect of some or all of the leaver’s shares namely
- (a) a director or employee of the Company or any other company of which it has control (“the Group”) who holds shares acquired pursuant to a Share Plan who ceases or has ceased to be such a director or employee (“Cessation”), or
 - (b) a person who has acquired shares pursuant to 8 6 but the person from whom the shares were acquired no longer holds an office or employment with the Group,

The date of the Deemed Transfer Notice shall be the date the directors make a determination under this Article and, for the avoidance of doubt, 8 4(a) shall include shares acquired under an Employees’ Share Scheme or Plans after a Cessation. A Deemed Transfer Notice shall be irrevocable

- 8 5 If a Proposing Transferor makes default in respect of his obligations the Company shall forthwith be deemed to be the duly appointed attorney of the Proposing Transferor with full power to execute complete and deliver in the name and on behalf of the Proposing Transferor a transfer of the relevant shares
- 8 6 Notwithstanding the provisions of this Article 8, the directors may in their absolute discretion decide that a holder of shares who has acquired shares through an Employees’ Share Scheme or Plans shall be permitted to transfer such shares in whole or in part to their spouse or civil partner or to the trustees of a family trust
- 8 7 The provisions of this Article 8 shall cease to apply if the ordinary shares of the Company are quoted on any public investment exchange

AGREEMENT

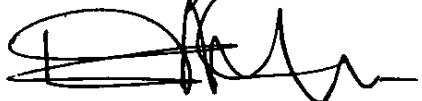
Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolution

The undersigned, being persons entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Ordinary Resolutions and Special Resolution

SIGNED


Michael Charles Clayton

Dated 8/12/11


Ella Lucy Clayton

Dated. 8/12/11

NOTES

- 1 You can choose to agree to all of the Ordinary and Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of 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 Michael Clayton, Company Secretary
- **Post** returning the signed copy by post to Michael Clayton, Company Secretary
- **Fax:** faxing the signed copy to the Company marked "For the attention of Michael Clayton"

If you do not agree to all of the resolutions, please return the document to the Company unsigned

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless, within the period of **28 days** commencing on the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, 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