

Registered number 06562435

ABPS (NORTH WEST) LTD

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

Circulation date 21st July 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that resolution 1 and 2 below are passed as ordinary resolutions and resolution 3 below is passed as a special resolution (**Resolutions**)

ORDINARY RESOLUTIONS

- 1 That the Company's entry into of
 - a) a corporate guarantee & indemnity in favour of Venture Finance Plc (a copy of which has been seen by the members of the Company) together with all ancillary certificates, documents and notices in connection therewith or the transactions contemplated thereby, be and hereby are approved and that the Company be and hereby is authorised to execute and deliver the above documents with such amendments as persons authorised to execute the same may approve
- 2 That the execution, delivery and performance by the Company of the document referred to in resolution 1 above and the transactions contemplated by them is for the benefit of and in the best interests of the Company

SPECIAL RESOLUTION

- 3 That the articles of association of the Company be altered by inserting the following new article 24(B) and 24(C)

"24(B) Notwithstanding anything contained in these Articles (including but not limited to Article 24 above), the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company, nor may they suspend any registration thereof nor shall a holder of any shares be required to comply with any of the provisions of the Articles which restrict the transfer of shares where in each such case such transfer is



- 24(B)(i) executed by a bank or institution to which such shares have been mortgaged or charged by way of security, or by any nominee of such a bank or institution, pursuant to a power of sale of such security, or
- 24(B)(ii) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- 24(B)(iii) to any such bank or institution, or to any nominee of such a bank or institution, pursuant to any such security
- 24(C) A certificate by any officer of such bank or institution that the shares were charged as provided above at Article 24(B) and the transfer was executed shall be conclusive evidence of such facts "

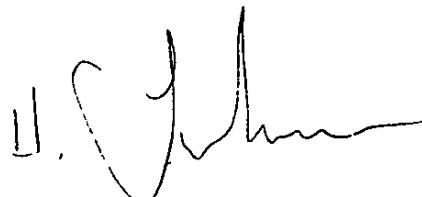
AGREEMENT

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

The undersigned, being the sole member of the Company at the circulation date hereby irrevocably agrees to the Resolutions

Signed by
For and on behalf of
PJ Colours Limited

Date


21st July 2011

NOTES

1 You can choose to agree to all of the 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 to the Company using one of the following methods

- **By hand** delivering the signed copy to Tom Sutcliffe, DTM Legal LLP, Archway House, Station Road, Chester CH1 3DR
- **Post** returning the signed copy by post to Tom Sutcliffe, DTM Legal LLP, Archway House, Station Road, Chester CH1 3DR
- **Fax** faxing the signed copy to 01244 403485 marked "For the attention of Tom Sutcliffe"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to tom.sutcliffe@dtmlegal.com. Please enter "Written resolutions" in the e-mail subject box

You may not indicate your agreement to the Resolutions by any other method

If you do not agree to all of the Resolutions, 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 Resolutions, you may not revoke your agreement.

3 Unless, by 14 days from 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.