

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PROJEN HOLDINGS LIMITED

Company Number 06588350

("the Company")

DATED 18th November 2010

WE HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE DOCUMENT OF WHICH IT PURPORTS TO BE A COPY Dated the 23 day of November 2010 Amstrong AARON & PARTNERS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (together "the Resolutions")

SPECIAL RESOLUTIONS

- 1 That the rules of the share option plan described as "The Projen Enterprise Management Incentive Plan" ("the Plan") produced to us (and signed by the Chairman of the Board for identification purposes) be approved and the Plan be adopted by the Company with effect from the date of this resolution
- 2 That the directors be generally and unconditionally authorised at any time or times from the date of this resolution to grant (or procure the grant of) options and allot and issue shares pursuant to and in accordance with the Plan, and Article 13 of the Company's Articles of Association shall not apply to shares to be issued pursuant to options so granted
- 3 That the directors be generally and unconditionally authorised and directed from the date of this resolution to register each and every transfer of shares by the trustee(s) for the time being of The Projen Employee Benefit Trust necessitated by the exercise of an option granted pursuant to and in accordance with the Plan, and Article 15 of the Company's Articles of Association shall apply to such a transfer of shares

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolutions on 18th Nov. 2010, hereby irrevocably agree to the Resolutions

Signed by DAVID MOSS

Date

Signed by
JOHN WILLIAM CHRISTOPHER POOLE

Date

Signed by JOHN TAYLOR

Date

David Moss
18/11/2010
John William Christopher Poole
18. 11. 10
John Taylor
18/11/10

WEDNESDAY



A08 24/11/2010 117
COMPANIES HOUSE

Signed by **MARTIN JOHN SEABROOK**

Date

M. Seabrook
18/11/10

Signed by **MARCUS RICHARD ROYLE**

Date

M. Royle
18/11/10

Signed by **DAVID JOHN ELLIOTT**

Date

D. Elliott
18/11/10

Signed by Martin Seabrook

for and on behalf of

PROJEN EBT TRUSTEE LIMITED

Date

M. Seabrook
18/11/10

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 with all 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 The Directors, Projen Holdings Limited, Projen House, Wellfield Road, Preston Brook, Cheshire, WA7 3FR
- **Post** returning the signed copy by post to The Directors, Projen Holdings Limited, Projen House, Wellfield Road, Preston Brook, Cheshire, WA7 3FR

If you do not agree to all 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 ~~25 November~~ 2010, 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