

Company number: 06692615

FRIDAY



**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**HD DECISIONS LIMITED (the "Company")**

Circulation date: 13 July 2009

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolutions 1, 2, 3 and 4 below are passed as ordinary resolutions (together the "Ordinary Resolutions"); and
- resolutions 5 and 6 below are passed as special resolutions (together the "Special Resolutions").

**1 Ordinary Resolution**

That the 1 authorised and issued ordinary share of £1.00 each registered in the name of Mark Hawkins in the capital of the Company be sub-divided into 100 ordinary shares of £0.01p each and the 1 authorised and issued ordinary share of £1.00 each registered in the name of Matthew Denman in the capital of the Company be subdivided into 100 ordinary shares of £0.01p each.

**2 Ordinary Resolution**

That the 98 authorised but unissued ordinary shares of £1.00 each in the capital of the Company be subdivided into 9,800 ordinary shares of £0.01p each.

**3 Ordinary Resolution**

That the authorised share capital of the Company be increased from £100 to £1,100 by the creation of an additional 100,000 ordinary shares of £0.01p each.

**4 Ordinary Resolution**

That the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of sections 80 of the Companies Act 1985 to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of section 80 of that Act) up to an aggregate nominal amount of £1,100 provided that this authority shall expire on the date five years from the date hereof unless renewed, varied or revoked by the Company in general meeting save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry.

**5 Special Resolution**

That the directors of the Company be and they are hereby empowered pursuant to section 95(1) of the Companies Act 1985 to allot equity securities (within the meaning of section 94(2) of that Act) pursuant to the authority conferred by the ordinary resolution numbered 5 above as if section 89(1) of that Act did not apply to such allotment provided that this power shall cease to have effect when the said authority is revoked or would, if not renewed, expire save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry.

**6 Special Resolution**

That the regulations set out in the document attached to these written resolutions and, for the purpose of identification, initialled by a director of the Company be adopted as the articles of association of the Company in substitution for all existing articles of association of the Company.

**AGREEMENT**

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

The undersigned, a person entitled to vote on the above resolutions on 13 July 2009 hereby irrevocably agrees to the Ordinary Resolutions and Special Resolutions:

Signed by:

  
.....

Print name:

Mark Hawkins

On behalf of: (leave blank if you are

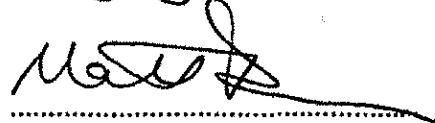
.....

signing on your own behalf))

Date:

13 July 2009  
.....

Signed by:

  
.....

Print name:

Matthew Denman

On behalf of: (leave blank if you are

.....

signing on your own behalf))

Date:

13 July 2009  
.....

## NOTES

- 1 You can choose to agree to all of the Ordinary Resolutions 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 Rhian Owen at Number One Pride Place, Pride Park, Derby, DE24 8QR.
- Post: returning the signed copy by post to Rhian Owen at Number One Pride Place, Pride Park, Derby, DE24 8QR.
- Fax: faxing the signed copy to 01332 202885 marked "For the attention of Rhian Owen".
- E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to rhian.owen@geldards.com.

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 July 2009, 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 on or before this date.
- 4 If you are signing this document or sending an e-mail 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 or sending the e-mail (as the case may be). Please also include the name of the person on whose behalf you are signing where indicated in the signature box.

