

**PRIVATE COMPANY LIMITED BY SHARES****WRITTEN RESOLUTIONS**

of

**LANCASHIRE TEA LIMITED**

("the Company")

7 December 2009 ("the Circulation Date")

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 an ordinary resolution in respect of resolution number 1 and as a special resolution in respect of resolution number 2 (together "the Resolutions").

**ORDINARY RESOLUTION**

|  | For | Against |
|--|-----|---------|
| <b>Authority to Allot</b><br>1. That, in accordance with section 551 of the Companies Act 2006 ("the Act"), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £99 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 5 years after the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.<br><br>This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act. | ✓   |         |

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**SPECIAL RESOLUTION**

|  | <b>For</b> | <b>Against</b> |
|--|------------|----------------|
| <b>Dis-application of Pre-emption Rights</b><br>2. THAT, subject to the passing of the resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:<br>2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £99; and<br>2.2 expire on the date falling 5 years after the Circulation Date (unless renewed, varied or revoked by the Company prior to or on that date) 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 and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. | ✓          |                |

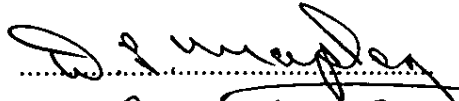
**AGREEMENT**

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

The undersigned, each being a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

For and on behalf of  
Brabners Nominees Limited

Date

  
.....  
7 December 2009

## NOTES

1. If you agree with 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 Adam Ryan at Brabners Chaffe Street LLP, Horton House, Exchange Flags, Liverpool L2 3YL.  
**Post:** returning the signed copy by post to Adam Ryan at Brabners Chaffe Street LLP, Horton House, Exchange Flags, Liverpool L2 3YL.  
**Fax:** faxing the signed copy to 0151 600 3009 marked "For the attention of Adam Ryan".  
**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to adam.ryan@brabnerscs.com. Please enter "Written resolutions dated 4 December 2009" in the e-mail subject box.  
If you do not agree to 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, within 28 days of 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.