

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

AGB (UK) LIMITED

Company number 07020131

(the "Company")

CIRCULATION DATE

11 September 2012

FRIDAY



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14/09/2012

#222

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 is passed as an ordinary resolution of the Company (the "Ordinary Resolution"); and resolution 2 is passed as a special resolution (the "Special Resolution")

ORDINARY RESOLUTION

1. THAT the issued share capital of 69 A ordinary shares of £1.00 each and 31 B ordinary shares of £1.00 each be re-classified as 64 'A' Ordinary Shares of £1.00 each, 26 'B' Ordinary Share of £1 each, 5 'C' ordinary shares of £1 00 each and 5 'D' Ordinary Shares of £1 each with the rights attaching to such shares to be in accordance with the Company's Articles of Association, as amended, to be adopted pursuant to the Special Resolution below. For the avoidance of doubt, Mr G Byrne will own 64 'A' Ordinary Shares of £1 each, Mr A Gibbons will own 26 'B' Ordinary Share of £1 each, Mrs Joanne Byrne's existing issued share capital of the Company of 5 'A' Ordinary Shares of £1 each shall be reclassified as 5 'C' Ordinary Share of £1 each, and Mrs Kay Louise Gibbon's existing issued share capital of the Company of 5 'B' Ordinary Shares of £1 each shall be reclassified as 5 'D' Ordinary Shares of £1 each

SPECIAL RESOLUTION

2. THAT the Company's articles of association be amended by the deletion of articles 2a and 2b, and the insertion of new article 23 having the following wording:

"23 SHARE CAPITAL AND RIGHTS

- (i) The issued share capital of the Company at the date of the adoption of this article is £100 (One Hundred pounds) divided into 64 'A' Ordinary Shares of £1 00 each, 26 'B' Ordinary Shares of £1 each, 5 'C' Ordinary Shares of £1 each and 5 'D' Ordinary Shares of £1 each
- (ii) The profits of the Company in respect of each financial year may be distributed by way of dividend pursuant to Regulations 114 to 122 inclusive of Table A as the Directors may (if at all) by resolution declare

and authorise in such amounts(s) and at such time(s) as they may think fit on any or all of the 'A', 'B', 'C' or 'D' Ordinary Shares (and, for the avoidance of doubt, different amount(s) of dividend (if any) may be declared on each).

- (iii) On a return of assets on liquidation or otherwise (except on a redemption of shares of any class or the purchase by the Company of its own shares) the assets of the Company remaining after the payment of its liabilities shall be distributed between all the members holding 'A', 'B', 'C' and 'D' Ordinary Shares *pari passu* as if one class of shares and apportioned pro-rata according to the number(s) of such shares held by them
- (iv) Each holder of the 'A' and/or 'B' and/or 'C' and/or 'D' Ordinary Shares shall be entitled to receive notice of and attend either in person or by proxy any general meeting of the Company and on a show of hands shall have one vote for each and every such share held by them.
- (v) Each member shall be deemed to acknowledge and agree to the provisions of these Articles and in particular to the terms of this Article 16 and further to covenant and agree with the Company and each other member for the time being not to challenge, impugn or question the exercise or non-exercise by the Directors of their powers under (b) above".

#### AGREEMENT

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

The undersigned, being the persons entitled to vote on the above resolutions on 11 September 2012, hereby irrevocably agree to the Ordinary Resolution and the Special Resolution.

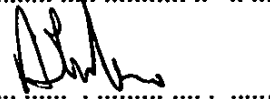
Signed by GRAHAM BYRNE



Date

11-9-12

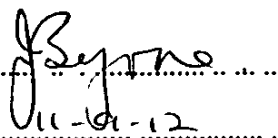
Signed by ANDREW GIBBONS



Date

11-9-12


Signed by JOANNE BYRNE



Date

11-9-12

Signed by KAY LOUISE GIBBONS



Date

11-9-12

#### NOTES

1 You can choose to agree to all of the Ordinary Resolution 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 The Company Secretary, Hit Group Ltd, The Arts Village, Henry Street, Liverpool, L1 5BS
- Post returning the signed copy by post to Bob Thompson, Champion Accountants, 71/73 Hoghton Street, Southport, Merseyside, PR9 0PR

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 5pm on the 28 days after 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