

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

BUTLER MANAGEMENT LIMITED

(a company registered in England no 07067426)
("the Company")

WRITTEN RESOLUTIONS

OF

MEMBERS

Circulation Date: December 21, 2012

Date Passed: December 21, 2012

WEDNESDAY



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16/01/2013

#35

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution numbered 1 below is hereby passed as an ordinary resolution and the resolution numbered 2 below is hereby passed as a special resolution (together "the Resolutions")

ORDINARY RESOLUTION

- 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 capital of the Company and grant rights to subscribe for or to convert any security into shares in the capital of the Company ("Rights") up to an aggregate nominal amount of £875 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the date the Resolution is passed 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.

This authority is in addition to all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act

SPECIAL RESOLUTION

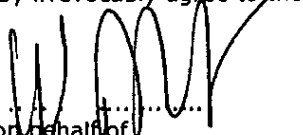
2. That, subject to the passing of Resolution 1 and in accordance with article 8 of the articles of association, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1, as if article 8 of the articles of association of the Company did not apply to any such allotment, provided that this power shall
- 2 1 be limited to the allotment of equity securities up to an aggregate nominal amount of £875, and
- 2 2 expire on the date five years from the date the Resolution is passed (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 TO WRITTEN RESOLUTIONS

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 the circulation date set out above, hereby irrevocably agree to the passing of the Resolutions


Signed for and on behalf of
WB FINANCE ET PARTENAIRES

December 21, 2012
Date of signature

.....
Signed for and on behalf of
BUTLER INVESTMENT MANAGERS LIMITED

.....
Date of signature

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 wish to agree to all of the Resolutions, please indicate your agreement by signing and dating this document here indicated and returning it to the company at the Company's registered office
- 2 If you do not agree to all of the Resolutions you need not do anything. You will not be deemed to agree if you fail to respond
- 3 Once you have indicated your agreement to the Resolutions you may not revoke your agreement
- 4 Unless by the end of the period of 28 days beginning with the circulation date set out above sufficient agreement has been received for the Resolutions to be passed they will lapse
- 5 If you are signing this document on behalf of another person under a power of attorney or other authority, please provide a copy of such power or authority when returning this document

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

BUTLER MANAGEMENT LIMITED

(a company registered in England no 07067426)
("the Company")

WRITTEN RESOLUTIONS

OF

MEMBERS

Circulation Date: 21/12/2012.

Date Passed: 21/12/2012

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution numbered 1 below is hereby passed as an ordinary resolution and the resolution numbered 2 below is hereby passed as a special resolution (together "**the Resolutions**")

ORDINARY RESOLUTION

- 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 capital of the Company and grant rights to subscribe for or to convert any security into shares in the capital of the Company ("**Rights**") up to an aggregate nominal amount of £875 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the date the Resolution is passed 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

This authority is in addition to all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act

SPECIAL RESOLUTION

- 2 That, subject to the passing of Resolution 1 and in accordance with article 8 of the articles of association, 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 article 8 of the articles of association of the Company did not apply to any such allotment, provided that this power shall
- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £875, and
- 2.2 expire on the date five years from the date the Resolution is passed (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 TO WRITTEN RESOLUTIONS

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 the circulation date set out above, hereby irrevocably agree to the passing of the Resolutions

Signed for and on behalf of
WB FINANCE ET PARTENAIRES

Date of signature



21/12/2012

Signed for and on behalf of
BUTLER INVESTMENT MANAGERS LIMITED

Date of signature

NOTES.

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