

Company number 07121450

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

A & S CAIRNS LIMITED ("the Company")

26 September 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the 2006 Act), the directors of the Company propose that Resolution 1 below is passed as a Special Resolution

1. **Disapplication of pre-emption rights**

THAT, in accordance with section 569 of the Companies Act 2006 (2006 Act), the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the 2006 Act) as if section 561 of the 2006 Act did not apply to any such allotment provided that the authority granted by this resolution shall cease to have effect where

1 1 this power is revoked,

1 2 the Company ceases to be a private company limited by shares, or

1 3 there is more than one class of shares in the Company

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

The undersigned, a person entitled to vote on the above resolutions on 26 September 2012, hereby irrevocably agrees to the Special Resolution

Signed by ANDREW CAIRNS

... 

Date

26 09 12

THURSDAY



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27/09/2012

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COMPANIES HOUSE

NOTES

- 1 If you agree to the resolution, 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 John Spofforth at O'Connors LLP, The Plaza, 100 Old Hall Street, Liverpool L3 9QJ
 - Post returning the signed copy by post to O'Connors LLP, The Plaza, 100 Old Hall Street, Liverpool L3 9QJ
 - Fax faxing the signed copy to 0151 906 1001 marked "For the attention of John Spofforth"
 - E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to johnspofforth@oconnorsllp.co.uk Please enter "Written resolution dated 26 September 2012" in the e-mail subject box

If you do not agree to the resolution, 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 resolution, you may not revoke your agreement
- 3 Unless, by 26 October 2012, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, 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