

HALLP HAJCO 002 LIMITED

Company number 07139177

(the "Company")

**WRITTEN RESOLUTION OF MEMBERS**

**CIRCULATION DATE 31 MARCH 2010**

THURSDAY



The directors of the Company propose that the resolution set out herein at paragraph (1) be proposed as an **Ordinary Resolution** and that the resolution set out herein at paragraph (2) be proposed as a **Special Resolution**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 we, the undersigned, being all the persons who at the date of circulation of this resolution are eligible to vote on the same hereby irrevocably resolve as follows

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

	<b>ORDINARY RESOLUTION</b>
(1)	That, in accordance with section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006
	<b>SPECIAL RESOLUTION</b>
(2)	That subject to the passing of resolution (1) above and in accordance with section 570 of the Companies Act 2006, the directors be generally empowered to allot

equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution (2), as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £1,000, and
- (b) expire on the fifth anniversary of the date of this resolution (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

### AGREEMENT

Please read the notes accompanying this document before signifying your agreement to the resolution

The undersigned, a person entitled on the date set out above to vote on the resolution, irrevocably agrees to the Resolution

Signed by Malcolm Vaughn Thomas

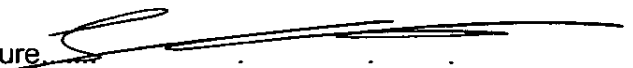
Signature



Date 31 March 2010

Signed by Stephen Kenneth Forrester

Signature



Date 31 March 2010

### NOTES

- 1 You can choose to agree to all of the resolutions or none of them but you cannot agree to some only of the resolutions. If you agree to all of the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company

- 2 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 do not reply
- 3 Once you have indicated your agreement to all of the resolutions, you may not revoke your agreement
- 4 If you agree to all of the resolutions please sign and date this document and return it to the Company using one of the following methods
  - (a) **By Hand** delivering the signed copy to the Company Secretary, at c/o Hacking Ashton LLP, Berkeley Court, Borough Road, Newcastle under Lyme, Staffordshire, ST5 1TT,
  - (b) **Post** returning the signed copy by post to the Company Secretary, at c/o Hacking Ashton LLP, Berkeley Court, Borough Road, Newcastle under Lyme, Staffordshire, ST5 1TT
- 5 Where, by 28 days after the Circulation Date, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all of the resolutions, please ensure that your agreement reaches us before or during this date
- 6 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
- 7 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

DATED 31 March 2010

HALLP HAJCO 001 LIMITED (IN LIQUIDATION) (1)

- and -

JOHN-PAUL O'HARA AND PAUL FINNITY (LIQUIDATORS) (2)

- and -

HALLP HAJCO 002 LIMITED (3)

- and -

MALCOLM VAUGHN THOMAS & STEPHEN KENNETH FORRESTER (4)

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AGREEMENT CONSTITUTING

TITLE TO SHARES

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hacking ashton   
S O L I C I T O R S

Berkeley Court, Borough Road, Newcastle under Lyme  
Staffordshire, ST5 1TT  
DX 20954 Newcastle Staffs  
Tel 01782 715555 Fax 01782 715566

THIS AGREEMENT is dated 31 March 2010

## **PARTIES**

- (1) **HALLP HAJCO 001 LIMITED (IN LIQUIDATION)** incorporated and registered in England and Wales with company number 07139138 whose registered office is at 1 – 3 Berkeley Court, Borough Road, Newcastle under Lyme, Staffordshire, ST5 1TT (**Old Company**),
- (2) **JOHN-PAUL O'HARA** and **PAUL FINNITY** of RSM Tenon, Brampton House, 10 Queen Street, Newcastle under Lyme, Staffordshire, ST5 1ED and 1 New Park Place, Pride Park, Derby, DE24 8DZ respectively, the Old Company's liquidators (**Liquidators**),
- (3) **HALLP HAJCO 002 LIMITED** incorporated and registered in England and Wales with company number 07139177 whose registered office is at 1 – 3 Berkeley Court, Borough Road, Newcastle under Lyme, Staffordshire, ST5 1TT (**Purchasing Company**), and
- (4) **MALCOLM VAUGHN THOMAS** of The Bury, Newmarket Road, Stow cum Quy, Cambridge, CB25 9AG and **STEPHEN KENNETH FORRESTER** of 7 Adams Road, Cambridge, CB3 1AD (**Shareholders**)

## **BACKGROUND**

- (A) By an agreement dated 31 March 2010 (the "**Principal Agreement**") and made between (1) the Old Company and the Liquidators and (2) the Purchasing Company, it was provided that, as consideration for the sale of certain of the property and undertaking of the Old Company to the Purchasing Company, the Purchasing Company should issue to the Liquidator (or as he should direct) one fully paid up ordinary share in the Purchasing Company for every B ordinary share held by the Shareholders in the capital of the Old Company
- (B) The Shareholders are entitled to the number of fully paid up shares in the Purchasing Company set out opposite to their respective names in the Schedule
- (C) The Liquidators have directed the Purchasing Company to allot to the Shareholders the number of fully paid up shares to which they are respectively entitled under the Principal Agreement

## **AGREED TERMS**

**1 Agreement for allotment**

- 1 1 The Purchasing Company shall forthwith allot to each of the Shareholders the number of fully paid up shares in the capital of the Purchasing Company set opposite his name in the second column of the Schedule
- 1 2 The allotment shall be in satisfaction of the allotment provided for in the Principal Agreement

**2 Filing of agreement with the Registrar of Companies**

- 2 1 The Purchasing Company shall file this agreement with the Registrar of Companies, in accordance with section 555 of the Companies Act 2006, within the prescribed time

**THE PARTIES** have signed this agreement on the year and day first before written

### Schedule

Shareholder	Number of Shares
Malcolm Vaughn Thomas of The Bury, Newmarket Road, Stow cum Quy, Cambridge, CB25 9AG	250 ordinary shares
Stephen Kenneth Forrester of 7 Adams Road, Cambridge, CB3 1AD	250 ordinary shares

SIGNED as a DEED by HALLP HAJCO 001  
LIMITED (in liquidation) acting by PAUL FINNITY  
its liquidator under powers conferred on him by  
Schedule 4 to the Insolvency Act 1986 and on his  
own behalf as such Liquidator and on behalf of his  
joint Liquidator JOHN-PAUL O'HARA in the  
presence of -



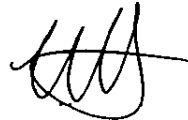
Signature of Paul Finity

JENNIFER KELLY

Witness Name


HACKING ASHTON LLP  
SOLICITORS  
BERKELEY COURT BOROUGH ROAD,  
NEWCASTLE-UNDER-LYME ST5 1TT  
DX 20954 01782 715555

Witness Address



Signature of Witness

EXECUTED AS A DEED by HALLP HAJCO 002  
LIMITED acting by one of its directors in the  
presence of



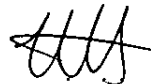
Signature of director

JENNIFER KELLY

Witness Name

HACKING ASHTON LLP  
SOLICITORS  
BERKELEY COURT BOROUGH ROAD,  
NEWCASTLE-UNDER-LYME ST5 1TT  
DX 20954 01782 715555

Witness Address



Signature of Witness