

Company No: 07601012

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**

of

**MANDACO 697 LIMITED ("the Company")**

**CIRCULATION DATE:** 7 March 2012

**DATE PASSED:** 7 March 2012

Pursuant to chapter 2 of Part 13 of the Companies Act 2006 ("**the Act**"), the directors of the Company propose that resolutions below be passed as ordinary resolutions of the Company (together "**the Resolutions**")

- 1 **THAT**, pursuant to section 618 of the Act, the single ordinary share of £1 00 in the issued share capital of the Company be sub-divided into one hundred ordinary shares of £0 01 each having the rights and being subject to the restrictions set out in the articles of association of the Company,
- 2 **THAT**, subject to the passing of Resolution 1, pursuant to section 551 of the Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot ordinary shares of £0 01 each up to an aggregate nominal amount of £9 00 (each ordinary share having the rights and being subject to the restrictions set out in the articles of association of the Company) in the Company **provided that** (unless previously revoked, varied or renewed) this authority shall expire on the date falling 5 years from the date of the passing of this resolution, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted after this authority expires and the directors may allot shares pursuant to any such offer or agreement as if this authority had not expired, and
- 3 **THAT:**
  - 3 1 subject to the passing of Resolution 2 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by Resolution 2 as if section 561 of the Act did not apply to any such allotment, and
  - 3 2 (unless previously revoked, varied or renewed) this power shall expire on the date falling 5 years from the date of the passing of this resolution, but the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired

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## AGREEMENT

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


The undersigned being a person entitled to vote on the above resolution on 7 March 2012 and the sole shareholder of the Company hereby irrevocably agrees to the Resolutions

**Name**

**Signature**

**Date**

M and A Secretaries Limited

x 

7/3/2012

(for and on behalf of M and A  
Secretaries Limited)

## NOTES

- 1 *If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the registered office of the Company marked for the attention of the Company Secretary*
- 2 *If you do not agree to the Resolutions you need not do anything. You will not be deemed to agree if you fail to reply*
- 3 *Once you have indicated your agreement to the Resolutions, you may not revoke your agreement*
- 4 *Unless within 28 days of the circulation date of the Resolutions sufficient agreement has been received for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date*
- 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*
- 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*