

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

OF

The Greater Birmingham and Solihull Local Enterprise Partnership Limited
(the "Company")

Circulation Date: 2 MARCH 2012

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being the sole eligible member of the Company, irrevocably agree that Resolutions 1 to 3 below are passed as special resolutions

SPECIAL RESOLUTION

THAT Richard Grosvenor and Stephen Claymore ("the Directors") are hereby authorised to be and remain, or (as the case may be) to become and remain a director of the Company and (in the case of Richard Grosvenor) as the Leader of East Staffordshire Borough Council and a non-executive director of Branston Gold and Country Club and Uttoxeter Racecourses and (in the case of Stephen Claymore) to become and remain a director of 3C Drawing Services Ltd and a Councillor with Tamworth Borough Council (together "the Conflicted Organisations") notwithstanding that by so doing, but for this authorisation, the Directors would be in breach of his duty under section 175 Companies Act 2006, to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company,

Provided that:

- (a) where the Directors obtain information that is confidential to the Conflicted Organisations he will not be obliged to disclose that information to the Company or use it in relation to the Company's affairs in circumstances where to do so would amount to breach of that confidence; and
- (b) (without prejudice to the general obligation of confidentiality) the Directors shall be bound by a strict duty of confidentiality to the Company for any confidential information of the Company in relation to any actual conflict situation

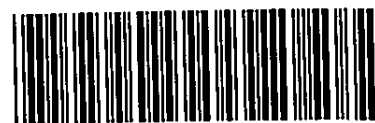
Signature.

Print Name: Julian Henwood

For and on behalf of Ingleby Nominees Limited

Date: 2 MARCH 2012 9.58 PM

FRIDAY



A05 *A14B2X3F* 09/03/2012 #378
COMPANIES HOUSE

NOTES:

1. You may either:

- 1.1 agree to all of the above resolutions; or
- 1.2 decline to agree to any of the above resolutions.

You may not agree to some of the resolutions but not the others.

2. If you agree to the above resolutions please indicate your agreement by signing and dating this document where indicated and returning it to the Company by *30 MARCH 2012* using one of the following methods:

- a) delivering it by hand to Wragge & Co LLP (Ref:COSEC/RXF1) 55 Colmore Row, Birmingham, B3 2AS;
- b) sending it by post to Wragge & Co LLP (Ref:COSEC/RXF1) 55 Colmore Row, Birmingham, B3 2AS; or
- c) faxing it to 0121 2141099 marked for the attention of (COSEC/RXF1).

If the Company has not received sufficient agreement by that date the resolutions will lapse.

- 3. Once you have indicated your agreement to the resolutions you may not revoke that agreement.
- 4. If you do not agree to the above resolutions, you do not need to do anything. If no response is received from you as indicated above, you will be counted as withdrawing your agreement to the above resolutions.