

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

CLAVERLEY HOLDINGS LIMITED

(a company registered in England no 08114933)
("the Company")

WRITTEN RESOLUTIONS

OF

THE SOLE MEMBER

Circulation Date: 03 July 2012
Date Agreed: 03 July 2012

THURSDAY



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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the Act"), the directors of the Company propose that the resolutions numbered 1 to 3 below are hereby passed as Ordinary Resolutions and the resolution numbered 4 below is hereby passed as a Special Resolution (together "**the Resolutions**")

ORDINARY RESOLUTIONS

- 1 **That** the arrangements relating to and the acquisition by the Company of the entire issued share capital of Claverley Company and the issue of shares in the Company to the existing shareholders in Claverley Company as consideration for such acquisition be approved pursuant to section 190(1) of the Act
 - 2 **That** the Company's statement of capital be amended so as to include the following classes of share
 - 2 1 preference shares of £0 95 each, and
 - 2 2 voting shares of £0 05 each,
- having the rights and restrictions attaching to them, consistent with the articles of association attached to this resolution and marked "A" ("the New Articles")
- 3 **That**, in accordance with section 551 of the Act and pursuant to the Acquisition, the directors be authorised to allot
 - 3 1 899,999 ordinary shares of £1 00 each,
 - 3 2 900,000 preference shares of £0 95 each, and
 - 3 3 900,000 voting shares of £0 05 each,

in the capital of the Company and having the rights and restrictions set out in the the New Articles provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the 5th anniversary of the Circulation Date set out above 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 substitution for all previous authorities conferred on the directors

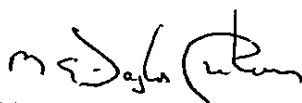
SPECIAL RESOLUTION

- 4 **That** the New Articles attached to this Resolution be and hereby are adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

AGREEMENT TO THE WRITTEN RESOLUTIONS

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

The undersigned, being the sole member entitled to vote on the Resolutions on the circulation date set out above, hereby irrevocably agrees to the passing of the Resolutions

X 

Signed by
MALCOLM GRAY DOUGLAS GRAHAM

03 JULY 2012
Date of signature

NOTES:

- 1 If you wish to agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company at the Company's registered office or to its solicitors SGH Martineau LLP marking it for the attention of Gareth Brewerton or by fax on 0800 763 1001 or by email (in PDF format) to gareth.brewerton@sghmartineau.com
- 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