

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

BST BUTLER TECHNOLOGIES LIMITED

(a company registered in England no 08124771)

("the Company")

**WRITTEN RESOLUTION
OF
THE SOLE MEMBER**



Circulation Date: 31 December 2012

Date Passed: 31 December 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**the Act**", the directors of the Company propose that the resolution below is hereby passed as an ordinary resolution ("**the Resolution**")

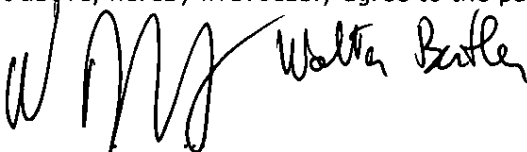
ORDINARY RESOLUTION

That, in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £401,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date 5 years following the date on which this Resolution is passed, 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 80 of the Companies Act 1985 or section 551 of the Act

AGREEMENT TO WRITTEN RESOLUTION

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

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

Handwritten signature of Walter Butler.

Signed for and on behalf of
BUTLER MANAGEMENT LIMITED

31 DEC 2012

Date of signature

NOTES:

- 1 If you wish to agree to the Resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company's solicitors, SGH Martineau LLP, at No 1 Colmore Square, Birmingham B4 6AA

If you do not agree to the Resolution you need not do anything. You will not be deemed to agree if you fail to respond

- 2 Once you have indicated your agreement to the Resolution you may not revoke your agreement
- 3 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 Resolution to be passed they will lapse

