

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

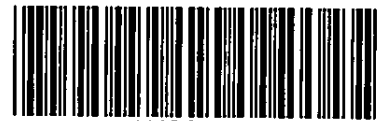
A J MACKANESS GROUP LIMITED

(a company registered in England no 08237199)

("the Company")

**WRITTEN RESOLUTION
OF
MEMBERS**

TUESDAY



A15 02/07/2013 #267
COMPANIES HOUSE

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

SPECIAL RESOLUTION

That notwithstanding the interests of the directors of the Company, it was resolved that an unlimited omnibus guarantee and set off agreement (the "OGSA") (which would be supported by the existing all monies debenture granted by the Company to Lloyds TSB Bank plc (the "Bank")) to the Bank in respect of the liabilities now or hereafter due, owing or incurred from or by A J Mackaness Limited (company number 00409752), A J Mackaness Holdings Limited (Company number 05530018), Pershore Markets Limited (Company number 00739476), Billing Finance Limited (Company number 01693490), Pershore Markets Holdings Limited (company number 08237205), Billing Finance Group Limited (Company number 08237155) and Seebeck 78 Limited (Company Number 08236227) be approved and that any two directors or any one director and the company secretary or any one director in the presence of a witness be authorised to execute the form of OGSA as a deed (with such amendments thereto as they in their absolute and unfettered discretion shall think fit)

AGREEMENT TO THE WRITTEN RESOLUTION

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

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

21 JUNE 2013

Signed by

Oliver James Mackaness

Date of signature

James Mackaness

21 JUNE 2013

Signed by

James Mackaness

Date of signature



21 JUNE 2013

Signed by

Louise Docker

Date of signature

NOTES:

- (1) You can choose to agree to the Resolution or not. 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 at the Company's registered office. Submitting the document by electronic means will be ineffective.
- (2) 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.
- (3) Once you have indicated your agreement to the Resolution you may not revoke your agreement.
- (4) Unless by the end of the period of 28 days beginning with the date on which the resolution is circulated sufficient agreement has been received for the Resolution to be passed it will lapse.