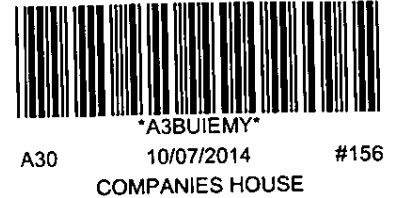


THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
SELLERS CONTAINERS LIMITED
(the "Company")

Circulation Date – ^{2 May}~~April~~ 2014

THURSDAY



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

SPECIAL RESOLUTION

- 1 **THAT**, pursuant to a supplemental amendment agreement (the "**Supplemental Amendment Agreement**") in relation to a £10,000,000 term facility agreement dated 14 October 2011 and made between, amongst others, (1) Egbert Taylor Group Limited (formerly Hawk Newco Limited) (the "**Parent**"), (2) Egbert Taylor Management Limited (the "**Obligors Agent**"), (3) the Original Guarantors (as defined therein) and (4) Indigo Capital V S A R L (the "**Lender**") (the "**Facility Agreement**"), the execution, delivery and performance by the Company of a novation agreement (the "**Document**") pursuant to which all rights and obligations under the Facility B Loan Agreement (as defined within the Supplemental Amendment Agreement) are novated by the Obligors Agent to the Parent, is for the benefit of and in the interests of the Company and is, together with the Supplemental Amendment Agreement, hereby approved
- 2 **THAT** any director, any director (plus a witness), any two directors or any director and the Company secretary be and are authorised to execute and deliver the Document and any documents ancillary to, or to be entered into in connection with, the Document (the "**Ancillary Documents**") or to take any action in relation to the Document or Ancillary Document as the directors, or anyone authorised by the directors may consider necessary on behalf of the Company, with any amendments, variations or modifications that they in their absolute discretion think fit (the approval of each such person to be conclusively determined by his execution of the Document and any Ancillary Documents) and that the Document and any Ancillary Documents be dated and delivered to the other parties thereto
- 3 **THAT** the Company's articles of association be amended so that a new Article 16 5 be added, with the words "*Notwithstanding anything contained in these Articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a bank or institution* "
- 4 **That** the Company's articles of association be amended so that a new Article 28 2 be added as follows

"Notwithstanding anything contained in these Articles, the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares where in any such case the transfer is or is to be

(a) executed by a bank or institution to which such shares have been mortgaged, charged or pledged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,

(b) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or

(c) to any such bank or institution (or to its nominee) pursuant to any such security

A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts "

AGREEMENT

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

I, the undersigned, the sole shareholder and sole person entitled to vote on the Resolution at the time it was circulated, irrevocably agree to the Resolution


For and on behalf of **Egbert Taylor Management
Limited**

7 May 2014
Date

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -
 - **By Hand** delivering the signed copy to James Garner, at Pinsent Masons LLP, 3 Hardman Street, Manchester, M3 3AU,
 - **Post** returning the signed copy by post to James Garner, at Pinsent Masons LLP, 3 Hardman Street, Manchester, M3 3AU,
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to james.garner@pinsentmasons.com Please enter "Written resolutions dated April 2014" in the e-mail subject box
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, by 28 days, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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