

Company number SC357128

TUESDAY



PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
of**

MONKEY BARS (ABERDEEN) LIMITED ("the Company")

Circulated on 15th January 2013

Pursuant to Chapter 2 of Part 24 of the Companies Act 2006, the Directors of the Company propose that the Resolutions below are passed as Special Resolutions.

SPECIAL RESOLUTIONS

- (A) "THAT the 70 A Ordinary Shares of £0.50 each in the capital of the Company (registered as to 50 thereof in the name of Professor Andrew Porter and 20 thereof in the name of Dr. Keith Charlton) be re-classified and converted into a like number of Ordinary Shares of £0.50 each, such shares having the rights and restrictions as set out in the Articles of Association of the Company as amended by resolution (B) below; and
- (B) THAT the Articles of Association of the Company be amended as follows:-
- (i) the definitions of "A Ordinary Shares" and "Loan Agreement" where they appear in article 1.4 shall be deleted in their entirety;
 - (ii) the words "and A Ordinary Shares" where they appear in the definition of "Equity Shares" in article 1.4 shall be deleted;
 - (iii) the existing articles 2 and 3 shall be deleted in their entirety and be replaced with new articles 2 and 3, as follows:

"2. SHARE CAPITAL

2.1 The authorised share capital of the Company is £170.00, divided into 340 Ordinary Shares.

3. ALLOTMENTS OF SHARES

3.1 Before any equity securities (within the meaning set out in Article 3.11) are allotted, they shall all be offered on a pro rata basis to all the members. Every offer shall be made by notice and shall specify the number of equity securities offered, the price payable for each equity security and when it is payable, the offer period (being not less than seven days and not more than 21 days) at the end of which the offer, if or to the extent not taken up, will be deemed to have been declined, the people (if already identified) to whom the Company intends to allot all or any of the equity securities if they are not applied for by the members, and whether or not the offer is conditional on all or a specified minimum number of equity securities being taken up.

3.2 Article 3.1 shall not apply if the equity securities to be allotted are to be paid up wholly or partly otherwise than in cash, and for these purposes, if the equity securities in

question comprise the grant of a right to subscribe for, or to convert securities into, any share in the Company, then they shall be regarded as paid up in the same way in which those shares would be paid up on exercise of that right.

3.3 Applications for equity securities offered in accordance with Article 3.1 shall be made by notice to the Company, received by the Company within the offer period set out in the Company's notice, and shall specify the number of equity securities applied for.

3.4 Unless the offer to members lapses in accordance with Article 3.6, each member applying for equity securities shall be allotted the number applied for or, if the aggregate number applied for exceeds the number on offer, the number allocated to it in accordance with Article 3.5.

3.5 If the aggregate number of equity securities applied for exceeds the number on offer, the equity securities on offer shall be allocated to the applying members in proportion to the number of shares held as between those applying members at the date of the offer, or (in the case of a member who has informed the Company under section 152(2) or (3) of the 2006 Act that it is not exercising all the rights attaching to the shares registered in its name, or that it is exercising such rights in different ways) in proportion to the number of shares over which such rights are exercised in any particular way, in favour of an application for equity securities. The equity securities shall be allocated to the applying members on the basis set out above until all equity securities are allocated, save that no member shall be allocated more equity securities than it has applied for. Fractional entitlements to equity securities shall be ignored.

3.6 In the event that an offer made under Article 3.1 fails to become unconditional because the aggregate number of equity securities applied for is less than any minimum number of equity securities specified in the offer, then the offer shall lapse.

3.7 For the purposes of this Article 3, a person to whom shares have been allotted but who has not been registered as the holder of those shares on the date of an offer made under Article 01 shall be deemed to be a member of the Company and to hold those shares on that date.

3.8 Any equity securities offered under Article 3.1 which are not applied for or are the subject of an offer which has lapsed, and equity securities comprised of fractions ignored as provided in Article 3.5, may be allotted by the directors to the people (if any) specified in the Company's offer or (if none) to such people as the directors may determine, provided that:

3.8.1 no equity securities shall be so allotted more than three months after the end of the offer period referred to in Article 01 unless the procedure set out in Article 3.1 is repeated in respect of those equity securities, with this Article 3.8.1 applying equally to any repetition of that procedure; and

3.8.2 no equity securities shall be allotted at a price less than that at which they were offered to the members in accordance with Article 3.1.

3.9 No person entitled to the allotment of any equity securities may assign its entitlement to any other person.

3.10 Section 561(1) of the 2006 Act shall not apply to any allotment by the Company of equity securities.

3.11 For the purposes of this Article 3, references to "equity securities" shall be construed in accordance with section 560 of the 2006 Act, save that:

3.11.1 shares which as respects dividends and capital carry a right to participate only up to a specified amount in a distribution shall constitute equity securities; and

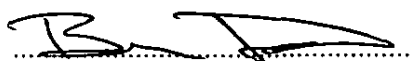
3.11.2 shares to be allotted under a Company Share Scheme (and a right to subscribe for such shares), shall not constitute equity securities."

AGREEMENT TO RESOLUTION

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

The undersigned persons entitled to vote on the above resolution on 15th January 2013, hereby irrevocably agree to the Special Resolution:

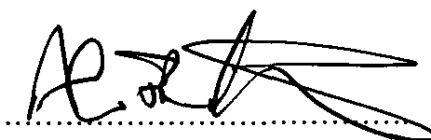
Signed by Benjamin Iravani



Date

15/1/13

Signed by Andrew J.R. Porter



Date

15/1/13

Signed by Keith A. Charlton



Date

15/1/13

Signed by Michael R J Taylor



Date

15/1/13

NOTES

1. If you agree to the Special Resolutions, 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 the Company Secretary, 1 East Craibstone Street, Aberdeen, Aberdeenshire, AB11 6YQ.
- Post: returning the signed copy by post to the Company Secretary, 1 East Craibstone Street, Aberdeen, Aberdeenshire, AB11 6YQ.

If you do not agree to the Special Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the date of circulation, sufficient agreement has been received for the Special Resolutions to pass, it will lapse. If you agree to the Special Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
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.