

Warning, signing this document will make you legally bound by its terms. You should take independent legal advice before signing.

THE COMPANIES ACTS 2006

(the "Act")

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

Of

PAR NOMINEES LIMITED

(Registered Number SC371729)

(the "Company")

Circulation Date: 16/3/ 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that following resolution (the "Resolution") be passed a ordinary resolution of the Company:

ORDINARY RESOLUTIONS

"THAT

In accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company (or grant rights to subscribe for or to convert any security into shares in the Company ("Rights")) in respect of up to a maximum nominal amount of £999.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the expiry of 5 years from the date of this resolution 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 in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act."

AGREEMENT

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

The undersigned, each being a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

  
.....  
Par Equity Holdings Limited

16/3/12  
.....  
Date

MONDAY



\*S150E1EZ\*

SCT

19/03/2012

#422

COMPANIES HOUSE

**Notes**

- 1 If you agree to the 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:  
  
**Hand delivery or post:** by delivering the signed copy for the attention of Andrew Ley, HBJ Gateley, Exchange Tower, 19 Canning Street, Edinburgh, EH3 8EH  
  
**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [ALey@hbjgately.com](mailto:ALey@hbjgately.com). Please enter "Written Resolutions" in the e-mail subject box.  
  
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.
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 3 Unless sufficient agreement has been received for the Resolution to pass within 28 days of the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 4 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.
5. **Warning, signing this document will make you legally bound by its terms. You should take independent legal advice before signing.**