



THE COMPANIES ACT 2006
WRITTEN RECORD OF RESOLUTION OF THE SOLE MEMBER OF
MATTHEW BROWN LIMITED
REGISTERED NUMBER: 00009446

(the "Company")

CIRCULATION DATE: 24 November 2014

APPROVAL DATE: 24 November 2014

I, the undersigned, being a director of the above Company hereby note that.

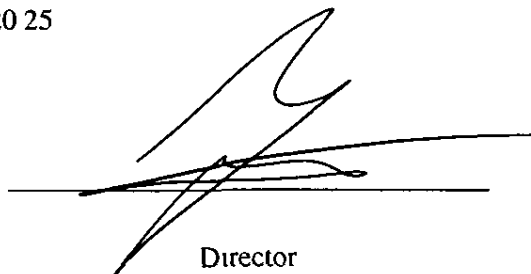
a the following resolutions, such resolutions to have effect as special resolutions, were placed before the sole member of the Company in the form of a written resolution on 24 November 2014 (the "Circulation Date"),

and

b the requisite level of consent required to approve the resolutions was obtained by the Company on 24 November 2014 (the "Approval Date") and therefore the resolution was duly passed by the sole member of the Company on that date

SPECIAL RESOLUTIONS

- 3 THAT, a solvency statement having been made by the directors of the Company in the form attached to this resolution and initialled for the purposes of identification by a director of the Company, the Company's issued share capital be reduced from £6,218,821 25 to £1 by the cancellation of 24,875,281 ordinary shares of £0 25 each in the capital of the Company pursuant to section 641 of the Companies Act 2006, and
- 4 THAT, the Company's share premium account be reduced from £21,166,000 to £nil (£0), pursuant to sections 610(4) and 641 of the Act and the amount so cancelled be applied in the crediting to the Company's distributable reserves, together with resolution 1 above, the amount of £27,384,820 25


Director