

PRIVATE COMPANY LIMITED BY SHARES

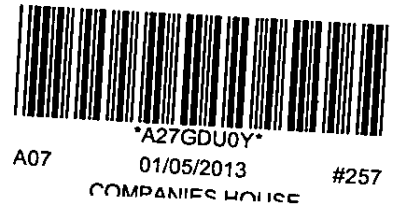
WRITTEN RESOLUTIONS

OF

FILOFAX GROUP LIMITED

(Registered No 00175064)

WEDNESDAY



Circulation Date: 19 April 2013

We, the undersigned, being the sole shareholder of Filofax Group Limited (the "Company") entitled to attend and vote at general meetings of the Company as at the date of this resolution HEREBY RESOLVE pursuant to Chapter 2 of Part 13 of the Companies Act 2006 THAT the following resolution be passed as a special resolution

"Special Resolution

THAT the articles of association of the Company be amended by the addition of a new article 13, being

- "13 Notwithstanding anything contained in these Articles, any pre-emption rights conferred on existing members by these Articles shall not apply and the Company and the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer
- (a) is to any Secured Party, or
 - (b) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or
 - (c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security

Furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Party and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

For the purposes of this Article, "Secured Party" means any bank, financial institution, trust, fund or other entity or person to which a security interest has been granted over the shares in the Company, or any agent, security agent, nominee, receiver or other entity acting on its behalf

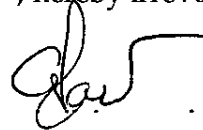
Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a Secured Party ""

AGREEMENT

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

Gordon Raw, director, for and on behalf of Letts Filofax Group Limited, entitled to vote on the above resolution on 19 April 2013, hereby irrevocably agrees to the resolution above

Gordon Raw, director
for and on behalf of
Letts Filofax Group Limited
Date



19 April 2013

NOTES

- 1 You can choose to agree to the all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree to all of the 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 resolution, you may not revoke your agreement.
- 3 Unless, by the date which is 28 days from the circulation date of this resolution, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolution, 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.