

THE COMPANIES ACT 2006

---

PRIVATE COMPANY LIMITED BY SHARES

---

WRITTEN RESOLUTION

of

SETON HOUSE BIRMINGHAM (the "Company")

14 September 2011

(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the following resolutions are passed as written resolutions of the Company, having effect as special resolutions (the "Resolutions") -


SPECIAL RESOLUTIONS

- 1 **THAT** the issued share capital of the Company be re-organised by consolidating the 3,126,085 ordinary shares of £1 00 each into 1 ordinary share of £3,126,085 00 in the capital of the Company and having the rights set out in the existing articles of association of the Company
- 2 **THAT** subject to the passing of Resolution 1, the issued share capital of the Company be reduced by £3,126,084 00 such reduction to be effected by reducing the nominal value of the 1 issued ordinary share in the capital of the Company from £3,126,085 00 to £1 00 so that the issued ordinary share capital of the Company is £1 00 divided into 1 share of £1 00 each

AGREEMENT

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

We, the undersigned, were at the time the Resolutions were circulated entitled to vote on, and hereby irrevocably agree to the Resolutions -

  
For and on behalf of  
PAIG Acquisition Limited

Dated

14 September 2011



## 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 -

- **By Hand** delivering the signed copy to Laura Jordan, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH,
- **Post** returning the signed copy by post to Laura Jordan, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH,
- **Fax** faxing the signed copy to 0121 626 1040 marked "For the attention of Laura Jordan",
- **Email** by emailing the signed copy to [laura.jordan@pinsentmasons.com](mailto:laura.jordan@pinsentmasons.com)

If you do not agree to 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 Resolutions, you may not revoke your agreement

3 Unless sufficient agreement has been received for the Resolutions to pass by the date falling 15 days from and including the Circulation Date, they 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