

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GRIFFITHS BENTLEY & CO., LIMITED (the "Company")

30 June 2010

(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "Resolution") -

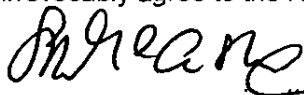
SPECIAL RESOLUTION

- 1 **THAT**, conditional upon -
- 1 1 a reduction of the Company's issued ordinary share capital by £2,808,209 80 taking effect, and
- 1 2 the recommendation of the Directors of the Company
- an interim dividend be and is hereby declared in an amount equal to the distributable reserves of the Company, being £9,626,467 in aggregate, in favour of PAIG International Limited, and the Directors of the Company be and are hereby authorised (but not required) to do or procure to be done all such acts on behalf of the Company as they consider necessary, expedient or desirable in connection with the payment of this interim dividend

AGREEMENT

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

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



For and on behalf of
PAIG International Limited

Dated

30 June 2010





For and on behalf of
[Seton House International Services Limited]

Dated

30 June 2010

Notes:

1 If you agree to the Resolution, 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 Coulter, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH,
- **Post** returning the signed copy by post to Laura Coulter, 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 Coulter",
- **Email** by emailing the signed copy to laura.coulter@pinsentmasons.com

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 by the date falling 15 days from and including the Circulation Date, they will lapse. If you agree to the Resolution, 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