

Company Number: 1501584

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
of

TUESDAY



ROSSENDALES LIMITED (the "Company")

31 MAY 2014 (the "Circulation Date")

We, the undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company as at the Circulation Date, hereby irrevocably agree to the following resolution (the "**Resolution**"), which is proposed by the directors of the Company to be passed as an ordinary resolution of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "**2006 Act**").

**ORDINARY RESOLUTION**

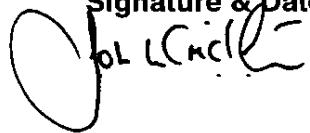
**THAT** the following shares be re-designated as an equal number of ordinary shares of £1 each having the rights and obligations set out in the Articles of Association -

- (a) 1 C ordinary share of £1, and
- (b) 1 D ordinary share of £1

**Shareholder Name**

Marston (Holdings) Limited

**Signature & Date**

 31.05.2014

**NOTES**

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated opposite your name above and returning it to the Company using one of the following methods.
  - (a) **By Hand** delivering the signed copy to John Crichton c/o Jayne Aarons, Squire Sanders (UK) LLP, 2 Park Lane Leeds, LS3 1ES
  - (b) **Post** returning the signed copy by post to John Crichton c/o Jayne Aarons, Squire Sanders (UK) LLP, 2 Park Lane Leeds, LS3 1ES
  - (c) **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to john.crichton@marstongroup.co.uk Please enter "**Written Resolutions - 2014**" 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 within 28 days of the Circulation Date sufficient agreement has been received for the Resolution to pass, it 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

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