

Company number 02369949

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
OF**

ADAMSCASTLE LIMITED

(the "Company")

Circulated on 3rd March 2011 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolutions 1 and 2 are passed as ordinary resolutions (the "Resolutions")

ORDINARY RESOLUTIONS

- 1 **THAT** the authorised share capital of the Company be increased from 501 00 'A' ordinary shares of £1 each and 499 'B' ordinary shares of £1 each to £1,320,514 00 by the creation of 1,319,514 'A' ordinary shares of £1 each in the share capital of the Company, such new 'A' ordinary shares of £1 each ranking in all respects pari passu with the existing 'A' ordinary shares of £1 each and the 'B' ordinary shares of £1 each
- 2 **THAT** the directors are hereby authorised unconditionally, for the purposes of section 551 of the Act to allot shares and to grant rights to subscribe for or to convert any security into shares up to the amount of the authorised but unissued share capital of the Company (£1,320,514) at any time or times during the period of five years from the date of passing this resolution

AGREEMENT

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

The undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

TUESDAY



A40 *A0CV7S9P* 08/03/2011 107
COMPANIES HOUSE



for and on behalf of

Newcastle Building Society

Dated: 3rd March 2011

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them. If you agree with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2 If you do not agree to any of the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.