

Company No 02678696

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

GRIMLEY SMITH ASSOCIATES LIMITED

("Company")

Written Resolution

15 February 2012

THURSDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the members of the Company propose that the following resolution is passed as a special resolution

SPECIAL RESOLUTION

That the articles of association of the Company be amended by the inclusion of a new paragraph 18A

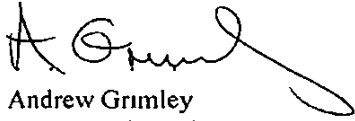
"A shareholder or shareholders holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy and to remove from office any director Any such appointment or removal shall be effected by notice in writing signed by the shareholder or shareholders making the same, or in the case of a shareholder being a company signed by one of its directors on its behalf, and shall take effect on and from the date on which the same is left or received at the registered office of the Company "

AGREEMENT

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

We, being a member of the Company entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agree to the resolution

Signed



Andrew Grimley

Date 21/02/12



Michael Smith as attorney for Mayfair Capital Holdings Limited, under a power of attorney dated 29 March 2010

Date 21/2/2012

duly authorised for and on behalf of Mayfair Capital Holdings Limited

Date

NOTES:

- 1 If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and delivering the signed copy by hand to any director of the Company. If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree to the resolution if you fail to reply.
- 2 If you agree with the resolution, please ensure that your agreement reaches us on or before the date which is 28 days from and including the Circulation Date set out above] (the "End Date"). If your agreement reaches us after the End Date, it will be ineffective. Further, unless by the End Date sufficient agreement has been received for this resolution to pass, it will lapse.
- 3 If you are signing this document on behalf of a person under a power or attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.