

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**MBO 1994 LIMITED**

On 21 December 2012 the following ordinary and special resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006 (CA 2006)

**ORDINARY RESOLUTION**

- 1 That the directors are generally and unconditionally authorised pursuant to section 551 CA 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (**Allotment Rights**), but so that
- (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £ 300,000,
  - (b) this authority shall expire on 21 December 2017,
  - (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry, and
  - (d) all unexercised authorities vested in the directors on the date of this resolution to allot shares or to grant Allotment Rights, or to allot relevant securities (as defined in the Companies Act 1985), are revoked

**SPECIAL RESOLUTION**

- 2 That the directors are empowered pursuant to section 570 CA 2006 to allot equity securities (as defined in section 560 CA 2006), pursuant to the authority conferred on them by resolution 1 above, as if section 561(1) CA 2006 did not apply to any such allotment, provided that this power
- (a) is limited to the allotment of equity securities with an aggregate nominal value of £ 300,000, and
  - (b) shall expire on 21 December 2017 (unless renewed, varied or revoked by the Company prior to or on that date) save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry

Director

