

THE COMPANIES ACTS 1985 AND 1989

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

JACKGRADE LIMITED

(company number 3012623)

(the "Company")

Circulated on 28 September 2009 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "**Resolutions**"):

SPECIAL RESOLUTIONS


- 1 **THAT** pursuant to section 641(1)(a) of the Companies Act 2006, (i) the authorised and issued share capital of the Company be reduced from £100 to £1 by cancelling and extinguishing 99 of the Company's authorised and issued ordinary shares of £1 each registered in the name of Marston, Thompson & Evershed Limited; and (ii) the sum of £99 be credited to the Company's distributable reserves.
- 2 **THAT** the memorandum of association of the Company be amended as follows:

"The authorised share capital of the Company is £1 comprised of 1 share of £1."

AGREEMENT

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

The undersigned, being all the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:


.....

for and on behalf of

Marston, Thompson & Evershed Limited

Date: 28 September 2009

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1. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of them. If you agree with 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 either 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.