

Company Number 03221116

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

Wheatsheaf Investments Limited (the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006

ORDINARY RESOLUTION

That, pursuant to section 551 of the Companies Act 2006, the directors of the Company (the "Directors") be authorised to allot shares or grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £10,813,821 for the purposes of an open offer to existing members of the Company *pro rata* to their existing holdings (the "Open Offer"), subject to the Open Offer being made substantially on the terms set out in the position paper circulated to the members on 3 July 2013, provided that this authority, unless renewed, shall expire on 31 August 2013 save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot the shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired

By order of the board



Director/Secretary

3rd July 2013

Date

CERTIFIED COPY

Certified By: *[Signature]*

Date Certified: 25/7/2013



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29/07/2013

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COMPANIES HOUSE

MONDAY