

**WRITTEN RESOLUTION**

of

**NICHOLSON BARBER LIMITED (the "Company")**

**(Company Number. 3837883)**

**10. AUGUST 2012**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution be passed as special resolution (the "Resolution")

**SPECIAL RESOLUTION**

THAT -

- (i) the share premium account of the Company be extinguished and the issued share capital of the Company be reduced by £1,800,099 by -

(A) cancelling all the 1,600,000 D ordinary shares of £1 each ("D Shares") and all the 200,000 E ordinary shares of £1 each ("E Shares"), and

(B) reducing the nominal amount of each A ordinary share of 0 01 pence each, B ordinary share of 0 01 each and C ordinary share of 0 01 each from 0 01 pence per share to 0 0001 per share

so that the Company's nominal share capital following such capital reduction will be £1 divided into 701,654 A ordinary shares of 0 0001 pence each, 154,565 B ordinary shares of 0 0001 pence each and 143,781 C ordinary shares of 0 0001 pence each and the reserve arising therefrom be treated as a realised profit available for distribution to members of the Company, and

- (iii) accordingly, the Articles of Association of the Company be amended so that the existing words at Article 2 1 be treated as deleted and the following wording inserted in its place  
*"The Company's share capital is £1 divided into 701,654 A ordinary shares of 0 0001 pence each, 154,565 B ordinary shares of 0 0001 pence each and 143,781 C ordinary shares of 0 0001 pence each"*

**AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolution on the date set out at the head of the Resolution, hereby irrevocably agree to the Resolution

for and on behalf of **Rensburg Sheppards plc**



Date 10 AUGUST 2012

## NOTES

1 If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- (a) By Hand delivering the signed copy to Jon Plant, Beech House, 61 Napier Street, Sheffield, S11 8HA
- (b) By Post returning the signed copy by post to Jon Plant, Beech House, 61 Napier Street, Sheffield, S11 8HA
- (c) By Fax by faxing the signed copy to +44 (0)114 270 2518 marked "for the attention of Jon Plant"
- (d) By Email by attaching a scanned copy of the signed document and sending it to Jon Plant@investecwin.co.uk

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by the date falling 28 days from the date of this notice, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches Jon Plant before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document