

FRIDAY



**WRITTEN RESOLUTIONS**  
of

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

**(Company Number. 3837883)**

**23 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 resolutions be passed with resolution 1 being passed as an ordinary resolution and resolution 2 being passed as a special resolution (the "**Resolutions**")

**ORDINARY RESOLUTION**

- 1 **THAT** the 701,654 issued A ordinary shares of 0 0001 pence each, the 154,565 issued B ordinary shares of 0 0001 pence each and the 143,781 issued C ordinary shares of 0 0001 pence each all of which were held by Rensburg Sheppards plc be re-designated as ordinary shares of 0 0001 pence each

**SPECIAL RESOLUTION**

- 2 **THAT** the 1,000,000 ordinary shares of 0 0001 pence each resulting from the re-designation pursuant to Resolution 1 above all of which are held by Rensburg Sheppards plc be consolidated into 1 ordinary share of £1 and 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 comprised of 1 ordinary share of £1*"

**AGREEMENT**

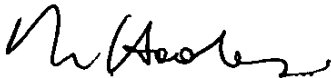
Please read the notes at the end of this document before signifying your agreement to the Resolutions

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

If holders representing three quarters in nominal value of the issued A ordinary shares of 0 0001 pence each ("**A Shares**") agree to the Resolutions then the Resolutions shall also be a class consent of the holders of A Shares

If holders representing three quarters in nominal value of the issued B ordinary shares of 0 0001 pence each ("**B Shares**") agree to the Resolutions then the Resolutions shall also be a class consent of the holders of B Shares

If holders representing three quarters in nominal value of the issued C ordinary shares of 0 0001 pence each ("**C Shares**") agree to the Resolutions then the Resolutions shall also be a class consent of the holders of C Shares



for and on behalf of **Rensburg Sheppards plc** as the holder of all the issued A Shares, B Shares and C Shares

Date 23 August 2012

## NOTES

- 1 If you agree to the Resolutions 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 Resolutions, 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 Resolutions, 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 Resolutions to pass, they will lapse. If you agree to the Resolutions, 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