

Company Number 04236932

The Companies Act 2006
Company limited by Shares
Written Resolution
Of
P&H (2002) Limited

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that the following resolution be passed

Special Resolution

- 1 **THAT** the share capital of the Company be reduced by cancelling and extinguishing 1,999 Ordinary Shares of £1 each registered in the name of P&H (2008) Limited and 75,899,635 Ordinary A Shares of £0 0001 each registered in the name of P&H (2008) Limited

Documents Attached to this Resolution

A copy of the Directors' Solvency Statement dated 17 March 2014 is attached to this Resolution

Agreement of Eligible Members

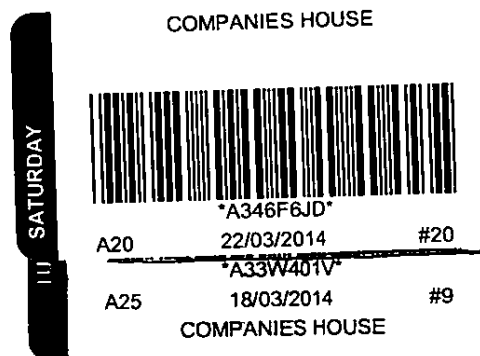
The undersigned, being all of the eligible members on 17 March 2014 (the "Circulation Date") irrevocably agrees to the resolution set out above

Signed



For and on behalf of P&H (2008) Limited

Dated 17 March 2014



Eligible members must specify their agreement to the proposed resolution by no later than 15 days following the date of the attached Solvency Statement

Eligible members must specify their agreement to the proposed resolution as follows

- (i) **By hand**, by delivering a signed copy to the Company Secretary, P&H House, Davigdor Road, Hove, East Sussex BN3 1RE
- (ii) **By post**, by sending a signed copy to the Company Secretary, P&H House, Davigdor Road, Hove, East Sussex BN3 1RE

Eligible members must specify their agreement to the proposed resolution by the date referred to above. However, eligible members who do not agree with the proposed resolution do not need to reply. Once eligible members have signified their agreement to the proposed resolution, their agreement may not be revoked. The proposed resolution will lapse if it is not passed within the period of 15 days from and including the circulation date.

Note : "Eligible members" are those members who are or would be entitled to vote on the above resolution on the circulation date (i.e. the date on which copies of the resolution are first sent or submitted to members)