

No. 04392086

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING OF THE MEMBERS
OF

PARC SIGNS LIMITED (the "Company")

CIRCULATION DATE 31/08/2010

THURSDAY



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

Special Resolution

- 1 THAT the terms of an agreement between Paul Bryant (1) and the Company (2) for the purchase by the Company of 12 Ordinary D Shares of £1 each in the capital of the Company as set out in the draft contract attached (the "Contract") be approved and the Company be authorised to enter into the Contract

AGREEMENT

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

The undersigned, being persons entitled to vote upon the Resolution on 31/08/2010, hereby irrevocably agree to the Resolution

Signed

David Michael Dunkley

Date 31/08/2010

Signed

Margaret Jane Dunkley

Date 31/08/2010

Signed

Paul Robert Bryant

Date 31/08/2010

Signed

Simon Laurence Farnell

Date 31/08/2010

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
- 2 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
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 4 Unless within 28 days of the Circulation Date 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 us before or during this date
- 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

Dated _____ 2010

Paul Bryant
and
Parc Signs Limited

Share Buy Back Agreement

WILDE LAW

THIS AGREEMENT IS DATED

2010

BETWEEN:

- 1 Paul Robert Bryant of 37 Laura Drive St Austell Cornwall PL25 3EQ (the "**Vendor**"), and
- 2 Parc Signs Limited (crn 04392086) whose registered office is at Unit 5 St Austell Enterprise Park Treverbyn Road St Austell Cornwall PL 25 4EJ (the "**Company**")

BACKGROUND:

- (A) Pursuant to the powers conferred in Part 18 of the Act and the Special Resolution of the Company passed on or before the date of this agreement
- (B) The Company proposes to enter into this agreement with the Vendor to purchase shares in the Company owned by the Vendor on the terms set out in this agreement

IT IS AGREED THAT:

- 1 The Vendor shall sell with full title guarantee and the Company shall purchase free from all liens charges and encumbrances 12 Ordinary D Shares of £1 each in the capital of the Company (the "**Shares**") from the Vendor
- 2 The sale and purchase shall be completed on the date hereof
- 3 On the completion of the sale and purchase of the Shares the Vendor shall deliver to the Company the share certificates (or indemnity in respect of lost share certificates) in respect of the Shares and the Company shall deliver to the Vendor a cheque in the sum of £12
- 4 The Vendor hereby represents and warrants to the Company in respect of the Shares transferred by him that he is the beneficial owner of the Shares and there are outstanding no liens, charges or encumbrances in respect of any of his Shares
- 5 The Vendor acknowledges that he accepts payment of the purchase price of £1 for each Share under this Agreement in full and final satisfaction of all rights he may have against the Company in respect of such Shares
- 6 Upon and after Completion the Vendor shall do and execute or procure to be done and executed all other necessary acts, deeds, documents and things within his power to give effect to this Agreement

IN WITNESS whereof the parties have executed this Agreement as a Deed the day and year first above written

EXECUTED and DELIVERED as a DEED by)
Paul Robert Bryant)

in the presence of
Witness' Signature

Witness' name

Witness' occupation

Witness' address

EXECUTED and DELIVERED as a DEED by)
Parc Signs Limited)
acting by)

Director

Director/ Secretary