

of the Company's business and will promote the success of the Company for the benefit of its members as a whole

- 4 **THAT**, these resolutions have effect notwithstanding any term to the contrary in the Company's Memorandum and Articles of Association

AGREEMENT

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

The undersigned, being eligible members entitled to vote on the Resolutions on *14 October* 2011, hereby irrevocably agrees to the Resolutions

Signed by

For and on behalf of **Anglo Design Holdings Plc**

Date



14/10/11

FRIDAY



AWQ1YYKD

A12

21/10/2011

368

COMPANIES HOUSE

NOTES

- 1 The Documents are supplied with these Resolutions
- 2 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the registered office of the Company

You may not return the Resolutions to the Company by any other method

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
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless, by the date falling 28 days after the date of the Resolutions, 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 us before or during this date

Company Number 04470930

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

AD PROMOTIONS LIMITED ("Company")

passed on 14 October 2011

Certified to be a true copy of the original DWF LLP

DWF LLP

Scott Place

2 Hardman Street

Manchester

M3 3AA

Dated 19/10/11

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

Pursuant to Section 288 of the 2006 Act, we, the undersigned, being the eligible members of the Company (as defined by Section 289 of the 2006 Act), signify agreement to and pass the following resolutions of the Company

SPECIAL RESOLUTIONS

1 **THAT** the Company enters into the following documents

- (a) an amendment agreement to a facilities agreement ("**Facilities Agreement**") dated 31 January 2006 made between Anglo Design Holdings Plc (company number 03297192) (the "**Parent**"), Dedicated Microcomputers Group Limited (company number 01630882) and Barclays Bank PLC ("**Barclays**") (as amended and restated from time to time) to be entered into by the Parent, certain of the Parent's subsidiaries including the Company and Barclays,
- (b) a multi-option facility letter between the Parent, certain of the Parent's subsidiaries including the Company and Barclays,
- (c) a CAS master agreement between Barclays, the Company and others as CAS Participants (as defined therein) and the Parent as agent for the CAS Participants,
- (d) a CAS guarantee between the Parent, certain of the Parent's subsidiaries including the Company and Barclays,
- (e) an accession letter to the Facilities Agreement to be entered into by the Company, certain of the Parent's subsidiaries and Barclays,
- (f) a composite guarantee and debenture granted by the Company and certain of the Parent's subsidiaries, in favour of Barclays,
- (g) a composite guarantee and debenture granted by the Company and certain of the Parent's subsidiaries, in favour of Mike Newton, and
- (h) a deed of priority between the Parent and various of its subsidiaries including the Company, Barclays and Mike Newton,

(together the "**Documents**")

2 **THAT**, the Directors have authority to approve the terms of, and the transactions contemplated by, the Documents and any related document

3 **THAT**, the entry by the Company into the proposed transactions substantially on the terms set out in the Documents (including giving the guarantee and security) is in the best interests