

Company No. 04925179

**Private company limited by shares
Written Resolutions**

- of -

SOUTHERN DERBYSHIRE LIFT COMPANY LIMITED (the Company)

Circulation Date: 30 September 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as ordinary resolutions.

Resolutions

ORDINARY RESOLUTIONS

1 Increase in authorised capital

That the authorised share capital of the Company be increased from £8000 to £608,000 by the creation of:

- (i) 120,000 class A ordinary shares of £1.00 each;
- (ii) 120,000 class B ordinary shares of £1.00 each; and
- (iii) 360,000 class C ordinary shares of £1.00 each,

all such shares having the respective rights set out in the articles of association of the Company.

2 Authority to issue shares (Section 80)

That the directors be generally and unconditionally authorised in accordance with section 80 of the Act to allot relevant securities (within the meaning of section 80(2) of the Act) up to a maximum aggregate nominal amount of £608,000, such authority to expire on the date that is 5 years after the date hereof, but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the directors may allot relevant securities pursuant to such an offer or agreement as if the authority had not expired.

THURSDAY



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COMPANIES HOUSE

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Certified as a true copy of the original

Melissa Lewis

M. Lewis, Company Secretary 30.9.09

Private company limited by shares
Written Resolution

- of -

Primary Plus (Holdings) Limited

Circulation Date: 30 September 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as ordinary resolutions:

ORDINARY RESOLUTIONS

- 1 **THAT** the authorised share capital of the Company be increased from £620,896 to £980,896 by the creation of 360,000 new ordinary shares of £1 each, all such shares having the respective rights set out in the Company's Memorandum and Articles of Association.
- 2 **THAT** the directors be generally and unconditionally authorised in accordance with section 80 of the Act to allot relevant securities (within the meaning of section 80(2) of the Companies Act 1985) up to a maximum aggregate nominal amount of £980,896, such authority to expire on the date that is 5 years after the date hereof, but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the directors may allot relevant securities pursuant to such an offer or agreement as if the authority had not expired.

Certified as a true copy of the

M. Lewis

M. Lewis, Company Secretary 30.9.09