

**MBC GROUP LIMITED ('Company')**

**Company Number: 05461014**

**Written Resolution**

**Circulation Date: 11<sup>th</sup> October 2013**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**)

**SPECIAL RESOLUTION**

**Buy Back of Shares**

**THAT** the purchase by the Company from Graham Clark of 5,000 Ordinary Shares of ~~£1.00~~ each in the capital of the Company for an aggregate nominal consideration of £7,500 be approved and accordingly the terms of the agreement relating to the purchase in the form attached to this resolution be authorised and approved in accordance with section 694 of the Companies Act 2006 and clause 7 1 3 of the Shareholders Agreement dated 30 June 2005 (as amended)

**Agreement**

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

The undersigned, a person entitled to vote on the Resolution on the circulation date, hereby irrevocably agrees to the Resolution

Signed \_\_\_\_\_ Date of signature \_\_\_\_\_  
**Mark Baseby**

Signed \_\_\_\_\_ Date of signature \_\_\_\_\_  
**Anthony Coumidis**

Signed: \_\_\_\_\_ Date of signature \_\_\_\_\_  
**Paul Cowton**

Signed \_\_\_\_\_ Date of signature \_\_\_\_\_  
**Allan Davies**

FRIDAY

COMPANIES HOUSE





\*A2L7RLSG\*

A07

15/11/2013

#19

Signed _____ <b>Paul Ernest Fleming</b>	Date of signature _____
Signed _____ <b>Zaki Ghiacy</b>	Date of signature _____
Signed _____ <b>Gareth Hird</b>	Date of signature _____
Signed _____ <b>Andrew Hogg</b>	Date of signature _____
Signed _____ <b>Santiago Klein</b>	Date of signature _____
Signed _____ <b>Mark Leeson</b>	Date of signature _____
Signed _____ <b>Peter O'Rourke</b>	Date of signature _____
Signed  _____ <b>Adrian Carl Southgate</b>	Date of signature <u>9/10/13</u>
Signed _____ <b>Julian Symons</b>	Date of signature _____
Signed _____ <b>Michael Allan Thirkettle</b>	Date of signature _____
Signed  _____ <b>Kevin Ian Whitehead</b>	Date of signature <u>9.10.13.</u>

## 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 using one of the following methods.

**By Hand** delivering the signed copy to Jonathan Mintz, McBains Cooper, 2nd Floor, 120 Old Broad Street, London WC1 marked 'Private & Confidential'

**Post** returning the signed copy by post to Jonathan Mintz, McBains Cooper, 2nd Floor, 120 Old Broad Street, London WC1 marked 'Private & Confidential'

**E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [m.thirkettle@mcbainscooper.com](mailto:m.thirkettle@mcbainscooper.com)

- 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, by the date that is 28 days after 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 on this date

**MBC GROUP LIMITED ('Company')**

**Company Number: 05461014**

**Written Resolution**

**Circulation Date: 11<sup>th</sup> October 2013**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

**SPECIAL RESOLUTION**

**Buy Back of Shares**

**THAT** the purchase by the Company from Graham Clark of 5,000 Ordinary Shares of £1 00 each in the capital of the Company for an aggregate nominal consideration of £7,500 be approved and accordingly the terms of the agreement relating to the purchase in the form attached to this resolution be authorised and approved in accordance with section 694 of the Companies Act 2006 and clause 7 1 3 of the Shareholders Agreement dated 30 June 2005 (as amended)

**Agreement**

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

The undersigned, a person entitled to vote on the Resolution on the circulation date, hereby irrevocably agrees to the Resolution

Signed  Date of signature 10.10.13.

**Mark Baseby**

Signed  Date of signature 9.10.2013.

**Anthony Coumids**

Signed  Date of signature 15.10.2013

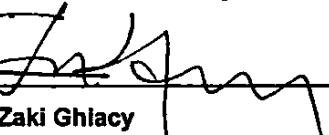
**Paul Cowton**

Signed  Date of signature 9/10/13

**Allan Davies**

Signed   
Paul Ernest Fleming

Date of signature. 9/10/2013

Signed   
Zaki Ghiacy

Date of signature 9/10/13

Signed   
Gareth Hird

Date of signature 9/10/13

Signed   
Andrew Hogg

Date of signature 9/10/13

Signed: \_\_\_\_\_  
Santiago Klein

Date of signature \_\_\_\_\_

Signed   
Mark Leeson

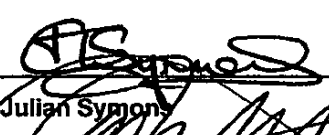
Date of signature 9/10/13

Signed   
Peter O'Rourke

Date of signature \_\_\_\_\_

Signed   
Adrian Carl Southgate

Date of signature 9-10-13

Signed   
Julian Symons

Date of signature 9/10/13

Signed   
Michael Allan Thirkettle

Date of signature 9/10/13

Signed \_\_\_\_\_  
Kevin Ian Whitehead

Date of signature \_\_\_\_\_

Signed. \_\_\_\_\_  
**Paul Ernest Fleming**

Date of signature \_\_\_\_\_

Signed \_\_\_\_\_  
**Zaki Ghiacy**

Date of signature: \_\_\_\_\_

Signed \_\_\_\_\_  
**Gareth Hird**

Date of signature: \_\_\_\_\_

Signed \_\_\_\_\_  
**Andrew Hogg**

Date of signature \_\_\_\_\_

Signed \_\_\_\_\_  
**Santiago Klein**

Date of signature 9 OCTOBER 2013.

Signed \_\_\_\_\_  
**Mark Leeson**

Date of signature. \_\_\_\_\_

Signed \_\_\_\_\_  
**Peter O'Rourke**

Date of signature: \_\_\_\_\_

Signed \_\_\_\_\_  
**Adrian Carl Southgate**

Date of signature \_\_\_\_\_

Signed \_\_\_\_\_  
**Julian Symons**

Date of signature \_\_\_\_\_

Signed \_\_\_\_\_  
**Michael Allan Thirkettle**

Date of signature \_\_\_\_\_

Signed \_\_\_\_\_  
**Kevin Ian Whitehead**

Date of signature. \_\_\_\_\_

## 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 using one of the following methods  
  
**By Hand** delivering the signed copy to Jonathan Mintz, McBains Cooper, 2nd Floor, 120 Old Broad Street, London WC1 marked 'Private & Confidential'  
  
**Post** returning the signed copy by post to Jonathan Mintz, McBains Cooper, 2nd Floor, 120 Old Broad Street, London WC1 marked 'Private & Confidential'  
  
**E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to j.mintz@mcbainscooper.com
- 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, by the date that is 28 days after 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 on this date