

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

**Company Number: 05461014**

**Written Resolution**

**Circulation Date: 17<sup>th</sup> July 2014**

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**

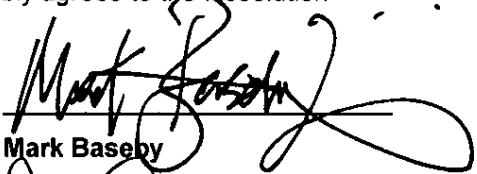
**Buy Back of Shares**

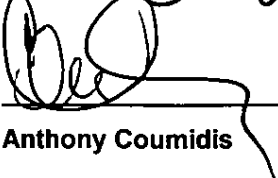
- (1) **THAT** the purchase by the Company from Julian Symons of 20,000 Ordinary Shares of £1 00 each in the capital of the Company for an aggregate nominal consideration of £60,000 be approved and accordingly the terms of the agreement relating to the purchase in the form circulated to the shareholders with 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

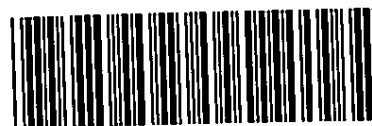
Signed  Date of signature 17.07.14.  
Mark Baseby

Signed  Date of signature 17 07. 14  
Anthony Coumidis

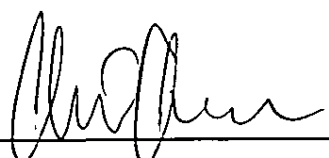
Signed \_\_\_\_\_ Date of signature \_\_\_\_\_  
Paul Cowton

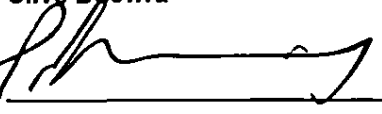
Signed  Date of signature 21.7.14  
Allan Davies

FRIDAY




A24 \*A3EC24SY\* 15/08/2014 #251  
COMPANIES HOUSE

Signed  Date of signature 17/7/14  
**Clive Docwra**

Signed  Date of signature 21/7/2014.  
**Paul Ernest Fleming**


Signed  Date of signature 18/7/14  
**Zaki Ghiacy**

Signed  Date of signature 21/7/14.  
**Gareth Hird**


Signed  Date of signature 17/7/14.  
**Andrew Hogg**

Signed  Date of signature 21/7/14  
**Santiago Klein**

Signed \_\_\_\_\_ Date of signature \_\_\_\_\_  
**Christopher Lawson**

Signed  Date of signature 17/07/14.  
**Mark Leeson**

Signed \_\_\_\_\_ Date of signature \_\_\_\_\_  
**Jonathan Mintz**

Signed  Date of signature 18/7/14.  
**Peter O'Rourke**

Signed \_\_\_\_\_ Date of signature \_\_\_\_\_  
**Adrian Carl Southgate**

Signed  Date of signature 18/7/14.  
**Michael Allan Thirkettle**

Signed \_\_\_\_\_ Date of signature \_\_\_\_\_  
**Kevin Ian Whitehead**

Signed \_\_\_\_\_  
**Clive Docwra**

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

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

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Date of signature 17/7/14

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

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

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

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

**Mark Baseby**

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

**Anthony Coumidis**

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

**Paul Cowton**

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

**Allan Davies**

original KIW.

Signed \_\_\_\_\_  
Clive Docwra

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

Signed \_\_\_\_\_  
Paul Ernest Fleming

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

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

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

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

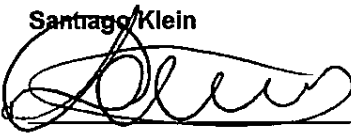
Date of signature \_\_\_\_\_

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

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

Signed \_\_\_\_\_  
Santraag Klein

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

Signed  \_\_\_\_\_  
Christopher Lawson

Date of signature 17.7.14

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


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

Signed  \_\_\_\_\_  
Jonathan Mintz

Date of signature 17.7.14

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

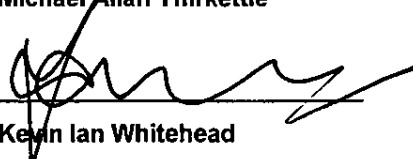
Date of signature \_\_\_\_\_

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

Date of signature 17/7/14

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

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

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

Date of signature 11 June 2014.

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**Circulation Date:** \_\_\_\_\_ **2014**

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**Agreement**

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

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

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

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

## 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, MBC Group Limited, 2nd Floor, 120 Old Broad Street, London WC1 marked 'Private & Confidential'  
  
**Post** returning the signed copy by post to Jonathan Mintz, MBC Group Limited, 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](mailto: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