

Company number 5525751

SPECIAL RESOLUTION

OF

DRL Holdings Limited (Company)

Passed on 1 June 2011

By a written resolution of the Company passed on 1 June 2011, the following resolution was duly passed as a special resolution

SPECIAL RESOLUTION

THAT the terms of an agreement between the Company and Neville Stanley Roberts for the purchase by the Company of 7,500 A Shares, 7,500 B Shares, 7,500 C Shares, 7,500 D Shares, 7,500 E Shares and 7,500 F Shares all of £0.01 each in the capital of the Company as set out in the draft contract attached (Purchase Contract) be approved and the Company be authorised to enter into the Purchase Contract

Signed



Director

THURSDAY



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A09

23/06/2011

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COMPANIES HOUSE

DATED

OFF-MARKET PURCHASE AGREEMENT

between

NS ROBERTS

and

DRL HOLDINGS LIMITED

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THIS AGREEMENT is dated [DATE] 2011

PARTIES

- (1) Neville Stanley Roberts of Sunnyside, Clos des Fosses, Guernsey GY4 6QR (**Seller**)
- (2) DRL Holdings Limited incorporated and registered in England and Wales with company number 5525751 whose registered office is at Aspinall House, Aspinall Close, Middlebrook Bolton, Lancashire BL6 6QQ (**Company**)

BACKGROUND

- (A) The Seller is the registered holder of 7,500 A Shares, 7,500 B Shares, 7,500 C Shares, 7,500 D Shares 7,500 E Shares and 7,500 F Shares of £0 01 each in the capital of the Company (**Shares**)
- (B) It is proposed that the Company shall purchase the Shares from the Seller for cancellation on the terms of this agreement

AGREED TERMS

1. INTERPRETATION

The definitions in the background provision of this agreement shall apply to this agreement

2. SALE AND PURCHASE OF SHARES

- 2 1 The Seller agrees to sell, or procure the sale of the Shares with full title guarantee for an aggregate consideration of £1,068,000 and the Company agrees to purchase them and to pay such consideration to the Seller
- 2 2 The Seller warrants that there are no liens, charges or other encumbrances over or in respect of the Shares
- 2 3 Completion of the sale and purchase of the Shares shall take place immediately on execution of this agreement at the offices of the Company, when the Seller shall deliver the share certificate(s) or other evidence of title to the Shares to the Company and the Company shall satisfy its obligation to pay the consideration due in respect of the Shares by payment of the sum of £1,068,000 to the Seller or as the Seller may in writing direct

3. FURTHER ASSURANCE

The Seller agrees that, on being requested in writing by the Company to do so, it shall, at the Company's expense, immediately execute and sign all such deeds and documents and do all such things as may be reasonably necessary in order to give effect to the terms of this agreement

4. GOVERNING LAW AND JURISDICTION

This agreement shall be governed by and construed in accordance with English law and the parties to this agreement irrevocably submit to the non-exclusive jurisdiction of the courts of England and Wales in respect of any claim, dispute or difference arising out of or in connection with this agreement

5. ENTIRE AGREEMENT

- 5.1 This agreement constitutes the entire and only legally binding agreement between the parties relating to its subject matter and no variation of this agreement shall be effective unless made in writing and signed by or on behalf of all the parties and expressed to be such a variation

6. AGREEMENT SURVIVES COMPLETION

This agreement shall remain in effect despite its completion

7. COUNTERPARTS

This agreement may be executed in any number of counterparts, each of which is an original and which together have the same effect as if each party had signed the same document

This agreement has been entered into on the date stated at the beginning of it

Signed by Neville Stanley Roberts

Neville Stanley Roberts

Signed by [NAME OF DIRECTOR]
for and on behalf of DRL Holdings
Limited

Director