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PRIVATE COMPANY LIMITED BY SHARES

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**RESOLUTION IN WRITING**

of

**JAC GROUP (HOLDINGS) LIMITED**  
**(the "Company")**

We, being eligible members representing not less than 75 per cent (in respect of those resolutions passed as special resolutions) of the total voting rights of each relevant class of members who, as at the circulation date of these resolutions, would have been entitled to vote on the resolutions, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006 (the "**Act**"), to pass the following resolutions as written resolutions

**SPECIAL RESOLUTIONS**

- 1 THAT new articles of association of the Company in the form of the annexed draft (the "**New Articles**") be and hereby are adopted in substitution for, and to the exclusion of, the Company's existing articles of association, and
- 2 THAT the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, D Ordinary Shares and Deferred Shares of £0 01 each in the capital of the Company be and are hereby redesignated as Ordinary Shares of £0 01 each in the capital of the Company, having the rights and being subject to the restrictions set out in the New Articles



The undersigned, being the person entitled to vote as the sole shareholder of all classes on the above resolution as at the circulation date, hereby irrevocably agrees to the resolution

Signed for and on behalf of  
**Sebco Acquisition Limited**

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Date 30 October 2014

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TERRY WILLIAMSON

## NOTES

- 1 The circulation date of these resolutions is 30 October 2014. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
- 2 If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning to the Company.
- 3 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.
- 4 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 5 Unless, within 28 days of the date of circulation, 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 that date.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined in the order in which the names of the joint holders appear in the register of members.
- 7 If you are signing this document on behalf of a person under a power of attorney or some other authority, please send a copy of the relevant power of attorney or other authority when returning this document.