

Company No. 6365189

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

BALDWINS HOLDINGS LIMITED

Pursuant to resolutions in writing passed on the 20 day of .. March 2015 the following resolution was duly passed as an ordinary resolution:

ORDINARY RESOLUTION

That in the context of the proposed acquisition (the 'Acquisition') by Baldwins (Walsall) Limited (the 'Purchaser'), a subsidiary of the Company, of the entire issued share capital of Cox Jerome Group Limited from its shareholder (the "Seller") a share purchase agreement (and the performance by the Company of its obligations thereunder to guarantee the payment by the Purchaser of the consideration due to the Seller) be and is hereby approved in the form produced and supplied to the members of the Company at or before the time at which this resolution has been supplied for signature

Dated: 20 March... 2015

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Director

