

Company number 06391022

FRIDAY



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

NOVED INVESTMENT ONE LIMITED ("Company")

DATE 18 December 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following are passed as special resolutions ("Special Resolutions")

SPECIAL RESOLUTIONS

- 1 That, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £11 5 million provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the 30th June 2013 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act

- 2 THAT, subject to the passing of the resolution 1 above and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 2 above, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall
 - 2 1 Be limited to the allotment of equity securities up to an aggregate nominal amount of £11 5 million, and
 - 2 2 Expire on 30th June 2013 (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry

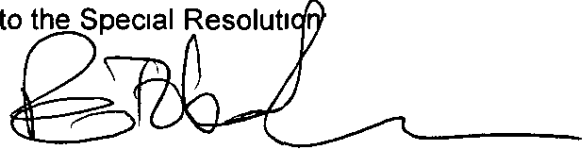
AGREEMENT

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

The undersigned, the persons entitled to vote on the above resolution on the date set out above, irrevocably agree to the Special Resolution

Philip John Tolhurst

DATE

A handwritten signature in black ink, appearing to read 'P. J. Tolhurst', with a long horizontal flourish extending to the right.

18/12/12

NOTES

- 1 If you agree to the Special Resolutions, 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 Graeme Provan, Marlborough House, Victoria Road South, Chelmsford, Essex, CM1 1LN
 - **Post** returning the signed copy by post to Graeme Provan, Marlborough House, Victoria Road South, Chelmsford, Essex, CM1 1LN
 - **Fax** faxing the signed copy to 01245 494771 marked "For the attention of Graeme Provan "
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to gprovan@tolhurstfisher.com Please enter "Written resolutions dated 2012" in the e-mail subject box

If you do not agree to the Special Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement
- 3 Unless, by 28 days from the circulation date of the Special Resolutions sufficient agreement has been received for the Special Resolutions to pass, it will lapse If you agree to the Special Resolutions, please ensure that your agreement reaches us before or during this date
- 4 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 by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document