

WILL WORK LIMITED

Company No: 6529015

("COMPANY")

WRITTEN SPECIAL RESOLUTIONS

PURSUANT TO

CHAPTER 2, PART 13, COMPANIES ACT 2006

DATED: 6 October 2010

WEDNESDAY



We, the undersigned, being the sole eligible member (as defined by section 289 of the Companies Act 2006) of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as special resolutions of the Company pursuant to section 288, Chapter 2, Part 13 of the Companies Act 2006 and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed as resolutions at a general meeting of the company duly convened and held

SPECIAL RESOLUTIONS

- 1 That the entering into the composite guarantee and debenture detailed in the appendix attached to this written resolution ("**Appendix**") and the transactions contemplated thereby ("**Composite Guarantee and Debenture**"), which the Company is proposing to enter into in connection with the banking facilities provided pursuant to the New Facility Agreement (as defined in the Appendix) be and are hereby approved (copies of the Composite Guarantee and Debenture having been supplied to the sole eligible member of the Company prior to the signing of this written resolution), subject to such changes as the Company's director or any duly authorised attorney for the Company may, in their absolute discretion, think fit
- 2 That the entering into any notice, certificate or other document required to be executed on behalf of the Company in connection with the Composite Guarantee and Debenture, in such form as the Company's director or any duly authorised attorney for the Company may, in their absolute discretion, think fit be and are hereby approved
- 3 That the director of the Company has authority to approve the terms of, and the transactions contemplated by, the Composite Guarantee and Debenture and any related documents
- 4 That the director and/or authorised signatories of the Company be and are hereby authorised to take any action or enter into any other documents in connection or pursuant to the terms of the Composite Guarantee and Debenture as they shall deem necessary or appropriate, and to execute, deliver and perform any and all obligations made under those documents
- 5 That the entering into of the proposed transactions substantially on the terms set out in the Composite Guarantee and Debenture are in the best interests of the Company's business and of commercial benefit to the Company and will promote the success of the Company for the benefit of its members as a whole
- 6 That the memorandum of association of the Company be amended by inserting the words "which, for the avoidance of doubt, includes entering into contracts of indemnity" after the words " by any other method" in paragraph 3 9

- 7 That the articles of association of the Company be amended by the addition of a new article 16 as follows

"Security Interest" means an interest of any person to whom a shareholder grants a mortgage, charge or other security interest over its shares in the Company

Notwithstanding anything contained in these Articles

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company,
- (b) the directors of the Company shall promptly register a transfer of shares,
- (c) the Company shall not have a first and paramount lien on any shares transferred or to be transferred, and
- (d) a holder of shares in the Company is not required to comply with any provision of the articles which restricts, places conditions upon, obligates, or attaches certain rights (such as tag-along rights) on the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

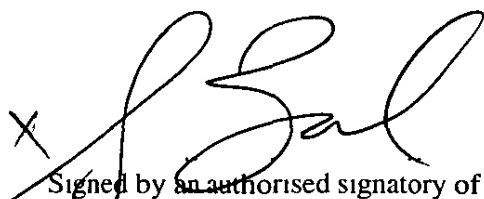
where in any such case the transfer is or is to be

- (e) executed by a bank or institution to which such shares are or have been mortgaged or charged by way of security (or by any nominee of such bank or institution),
- (f) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- (g) to any such bank or institution (or to its nominee) pursuant to any such security,

and the Company shall not have and shall not assert any present or future lien on any share while it remains subject to a Security Interest

A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts "

- 8 That any act done or document executed pursuant to any of the above paragraphs of this resolution shall be valid, effective and binding on the Company notwithstanding any limitation on the borrowing or other powers of the director of the Company contained in or incorporated by reference in the Company's articles of association (any such limitation being suspended, waived, relaxed or abrogated by this resolution to the extent necessary to give effect to the above paragraphs of this resolution)


Signed by an authorised signatory of
YELLOWHAMMER BARS LIMITED

APPENDIX TO WRITTEN RESOLUTIONS OF

WILL WORK LIMITED

(COMPANY NO. 6529015)

("COMPANY")

The entry into by the Company of the Composite Guarantee and Debenture in relation to a £23,280,407 facility agreement to be dated on or about the date of the Composite Guarantee and Debenture and made between (1) Agilo Master Fund Limited as lender and (2) Yellowhammer Bars Limited as borrower ("**New Facility Agreement**")

WILL WORK LIMITED
(COMPANY NO. 6529015)
("COMPANY")

WRITTEN RESOLUTIONS: CIRCULATED ON 6 October 2010

Note: This document is important and requires your immediate attention.

Please read the explanatory statement to members before signifying your agreement to the resolutions in this document

This document contains a proposed written resolution of the Company for approval by you as a member of the Company. The resolution proposed as a special resolution requires members holding 75 per cent or more of the total voting rights of members to vote in favour of it to be passed.

10 Period to approve written resolutions

If the Company has not received the necessary level of members' agreement to pass the resolutions by *3 November* 2010, the resolutions will lapse.

11 Action required if you wish to approve the resolutions:

- 11.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the space provided and returning it to the Company by delivering your signed and dated document by hand or by post to Bloxham Mill, Barford Road, Bloxham, Oxfordshire OX15 4FF marked "For the attention of the Company secretary".

Once you have signified your agreement to the resolutions, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on *3 November* 2010. Please note that you can only agree to all of the resolutions and not some only. Any document or reply which purports to approve some only of the resolutions will be treated as a vote against all of the resolutions.

- 11.2 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on *3 November* 2010.

12 Action required if you do not wish to agree to the resolutions:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.