

**WRITTEN RESOLUTION OF
LAWSON WEST SOLICITORS LIMITED**

Company No: 07514625 (the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

CIRCULATED ON 6TH APRIL 2011 (THE "CIRCULATION DATE")

BACKGROUND

It has been reported to us, the shareholders of the Company, that it is proposed to allot shares in the company to Lawson West LLP (OC330283) and that we are required to consider and, if thought appropriate, approve this allotment and waive any rights of pre-emption there may be

RESOLUTIONS TO ALLOW ISSUE OF SHARES

We, the undersigned, being the shareholders of the Company who at the Circulation Date are entitled to vote on the resolutions (being the "eligible members" for the purposes of Section 289 of the Companies Act 2006) **RESOLVE and AGREE** that the following resolutions proposed by the directors of the Company be passed as written ordinary resolutions, have effect pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and irrevocably agree in accordance with section 288 of the Companies Act 2006 that the said resolutions shall for all purposes be valid and effective as if passed by way of ordinary resolutions at a general meeting of the Company duly convened and held -

- 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 £319,900 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30th April 2011 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 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 1, and register the transfer of any equity securities as if section 561(1) of the 2006 Act did not apply to any such allotment or transfer, provided that this power shall
 - (a) Be limited to the allotment of equity securities up to an aggregate nominal amount of ~~£300,000~~^{£320,000} (of which £299,900 shall be A shares and £20,000 shall be

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B shares) and the transfer of equity securities up to an aggregate nominal amount of £100, and

- (b) Expire on 30 April 2011 (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 and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

3 **THAT** notwithstanding any personal interest, the directors of the Company be and are hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to

- (a) execute and deliver each of the following documents for and on behalf of the Company with such amendments as he shall in his discretion approve
 - (i) Draft stock transfer forms for the transfer of 100 class A shares in the Company to the LLP,
 - (ii) Draft share certificates for the allotment of 299,900 class A shares in the Company to the LLP,
 - (iii) Draft share certificates for the allotment of 20,000 class B shares in the Company to the LLP,
 - (iv) Form SH01, and
- (b) enter into such other documentation and to take such action as may be required in connection with the Documents in order to carry out the matters referred to above

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Written Resolution

The undersigned, being entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agree to the above resolutions

Signed 
James Edward Haworth

Dated 6th April 2011

Signed 
David Heys

Dated 6th April 2011

Signed 
Janet Hopkins

Dated 6th April 2011

Signed 
Ashley Michael Hunt

Dated 6th April 2011

Signed 
Victoria Nova Jones

Dated 6th April 2011

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the company secretary at the registered office
- 2 If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 5 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
- 6 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