

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

of

KEELEX 367 LIMITED

(the "Company")

13/8 2012



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "**Resolution**") -

**SPECIAL RESOLUTION**

**IT WAS RESOLVED THAT:**

- 1 1 the Company be wound up voluntarily and that Martin Frederick Peter Smith and Nicola Joanne Hawksley be appointed joint liquidators ("**the Joint Liquidators**") for the purpose of such voluntary winding up and they act jointly and severally,
- 1 2 the Joint Liquidators shall divide among the members according to their right and interest in the Company and any surplus assets of the Company in specie or the proceeds of sale thereof or partly in one way and partly in the other as in his/their absolute discretion he/they shall decide,
- 1 3 the Joint Liquidators be authorised to pay any class of creditors in full,
- 1 4 the Joint Liquidators be authorised pursuant to Section 110 of the Insolvency Act 1986 on behalf of the Company to enter into and effect an agreement ("**the Section 110 Agreement**"), (a copy of which has been circulated to and considered by the members) providing for the reconstruction of the Company and the transfer of the Property Assets (as defined in the Section 110 Agreement) to A M Norris (Properties) Limited a company registered in England and Wales with number 7956418 ("**Property Company**") and the transfer of the AMN Shares (as defined in the Section 110 Agreement) of the Company to A M Norris (Holdings) Limited a company registered in England and Wales with number 7956414 ("**Holdings**") in exchange for the issue of shares in the Property Company and Holdings respectively for distribution among and in proportion to the shareholdings of the holders of the issued shares of the Company,
- 1 5 the Section 110 Agreement be and is hereby approved for all purposes, and
- 1 6 the Joint Liquidators be authorised to enter into and carry into effect the Section 110 Agreement

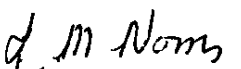
## AGREEMENT

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

We, the undersigned, were at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Resolution -

  
Alan Michael Norris

Date 10/8 2012

  
Julie May Norris

Date 10/8 2012

## NOTES

1 If you agree to the Resolution, 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 the registered office of the Company, or
- **Post** returning the signed copy by post to the registered office of the Company

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

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 2012, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, 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