

Company Number. 08300790

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

WEDNESDAY



OF

KIRKLEATHAM MEMORIAL LIMITED (THE "COMPANY")

The directors of the Company propose the following resolutions (the "Resolutions") to be passed as written resolutions of the Company under Chapter 2 of Part 13 Companies Act 2006. The Resolutions are proposed as Special Resolutions.

SPECIAL RESOLUTIONS

- 1 THAT the Company's Articles of Association attached be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles thereof.
2. THAT, 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 the Articles of Association, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:
 - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £1,337,402.80; and
 - b. expire no longer than 5 years from the date this Resolution is passed (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

By order of the Board

EMW SECRETARIES LIMITED

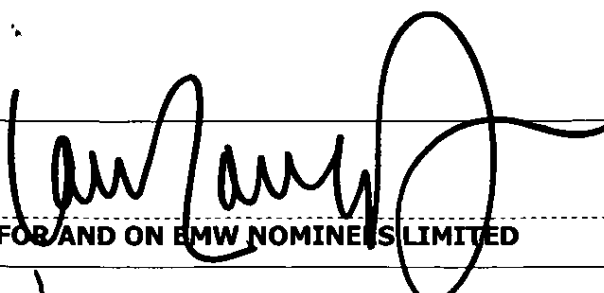
Registered in England and Wales no. 08300790.

Registered office: Seebeck House, 1 Seebeck Place, Knowlhill, Milton Keynes, MK5 8FR

Circulation date: 28 March 2013. The Resolutions will lapse if not passed before the end of the period of 28 days beginning with the circulation date.


AGREEMENT

We the undersigned, as members who would have been entitled to vote on the Resolutions on the circulation date, hereby signify our agreement to the Resolutions:


 FOR AND ON BEHALF OF EMW NOMINEES LIMITED

28 March 2013

DATED


 MICHAEL ANTHONY HACKNEY

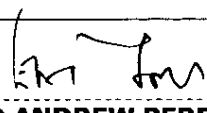
28 March 2013

DATED


 HOWARD OSMOND PAUL HODGSON

28 March 2013

DATED


 EDWARD ANDREW PERRONET SELLS

28 March 2013

DATED

NOTES

- 1 You may signify your agreement to the Resolutions by sending (or by someone acting on your behalf sending) to the Company a document (in hard copy form or in electronic form) stating your name, referring to the Resolutions and indicating your agreement to them. That may include.
 - 1.1 signing a hard copy of this document and sending it by post or delivering it by hand to the Secretary, any director, the Company's solicitors EMW or the registered office
 - 1.2 signing a hard copy of this document and either scanning it using a commonly-used file format and sending it by email to the email address given above for responses or to a current email address of any of the people listed in 1.1, or faxing it to a current fax number of any or them
 - 1.3 sending an email to any of those addresses stating your name, referring to the Resolutions and that you agree to the Resolutions
- 2 If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 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.
- 4 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.