

WE HEREBY CERTIFY THAT THIS IS A TRUE
AND CORRECT COPY OF THE ORIGINAL
DATED THIS 28 DAY OF March 2013

Company number 08404125

Wragge & Co LLP
WRAGGE & CO LLP

BIRMINGHAM, B3 2AS

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

PDI PROPERTIES LIMITED (the "Company")

Circulation date: 25th March 2013

TUESDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, being the only members of the Company entitled to vote on resolutions of the Company, hereby irrevocably agree to the following resolutions (the "Resolutions"):

SPECIAL RESOLUTIONS

- 1 THAT the acquisition (the "Acquisition") by the Company of the freehold interests in title numbers WM385499 (Colliery House) and WM782435 (Unit E1) (the "Properties") for the total sum of £580,000 from Dibold Limited (company number 02127327), being a company connected with each of David Hirst, Ian Crocker and Paul McIlvenna, being directors of the Company, be approved.
- 2 THAT each of David Hirst, Ian Crocker and Paul McIlvenna be authorised to hold the office of and act as a director of:
 - (a) the Company;
 - (b) a company which now or at any time after the date of passing this resolution is a "holding company" of the Company,
 - (c) an "undertaking" which now or at any time after the date of passing this resolution is a "parent undertaking" of the Company,
 - (d) a company which now or at any time after the date of passing this resolution is a "subsidiary" of the Company;
 - (e) an undertaking which now or at any time after the date of passing this resolution is "subsidiary undertaking" of the Company,
 - (f) any company or undertaking of which any such company or undertaking is a member, and
 - (g) any company or undertaking which now or at any time after the date of passing this resolution holds shares in the Company,

(such company or undertaking being a "Relevant Entity" for the purposes of this written resolution), notwithstanding that the holding of such office and acting as a director of such a Relevant Entity may from time to time conflict or possibly may conflict with the interests of the Company


3 THAT, in relation to.

- (a) the Acquisition, and
 - (b) matters consequential thereupon,
- (the "Relevant Matters"),


each of David Hirst, Ian Crocker and Paul McIlvenna is hereby authorised to be and remain a board member and/or employee of the Company, notwithstanding that, by so doing, but for this authorisation, he would, by reason of the Relevant Matters, be in breach of his duty under section 175 of the Companies Act 2006, to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Company

AGREEMENT

We, the undersigned, being the only members of the Company entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions

 .. 25th March 2013
David Hirst

 25th March 2013
Ian Crocker

 .. 25th March 2013
Paul McIlvenna

 25th March 2013
John Staite

NOTES

- 1 You may either
 - (a) agree to all of the Resolutions, or
 - (b) decline to agree to the Resolutions,but you may not agree to some and not all of the Resolutions
- 2 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company not later than 11 59 p m London time on 21st April 2013 using one of the following methods
 - (a) **by hand** deliver it by hand to Francesca Towle at Wragge & Co LLP, 55 Colmore Row, Birmingham B3 2AS;
 - (b) **by post** send it by Special Delivery post to Francesca Towle at Wragge & Co LLP, 55 Colmore Row, Birmingham B3 2AS,
 - (c) **by fax** fax it to 0870 904 1099 marked for the attention of Francesca Towle, or
 - (d) **by email** email a scanned copy to francesca_towle@wragge.com marked for the attention of Francesca Towle, please enter "Written Resolution Circulation Date 25th March 2013" in the subject line
- 2 Unless, by the date specified in note 2, sufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke that agreement
- 4 If you do not agree to the Resolutions, you need not do anything. If no response is received from you as indicated above, you will be counted as withholding your agreement to the Resolutions
- 5 If this document is signed or otherwise approved by an attorney or other representative on behalf of a member, please provide a solicitor's certified copy of the relevant power of attorney or other authority to sign when indicating your agreement to the Resolutions, otherwise you may not be counted as agreeing to it