

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

INGLEBY (1973) LIMITED

(the "Company")

Circulation Date 1 April 2015

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") we, being the sole eligible member of the Company, irrevocably agree that the Resolution below is passed as a Special Resolution

We note that the Director of the Company has made declarations of interests (the "**Conflict Situations**") which conflict or possibly may conflict with the interests of the Company for the purposes of section 175 of the Act Accordingly we resolve

SPECIAL RESOLUTION

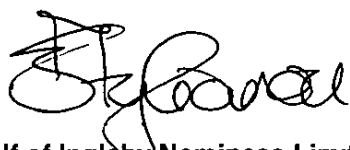
THAT Paul Morris (the "**Director**") is authorised to be and remain or (as the case may be) to become and remain, a director of the Company and that any of the Conflict Situations which conflict or possibly may conflict with the interest of the Company be authorised in accordance with section 180(4)(a) of the Act notwithstanding that, by doing so, but for this authorisation, the Director would be in breach of his duty under section 175 of the Act, 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

Provided that

- (a) where the Director obtains information that is confidential to any of the other companies giving rise to the conflict situations, he will not be obliged to disclose that information to the Company or use it in relation to the Company's affairs in circumstances where to do so would amount to breach of that confidence, and
- (b) (without prejudice to the general obligation of confidentiality) the Director shall be bound by a strict duty of confidentiality to the Company for any confidential information of the Company in relation to any actual conflict situation



Signature



For and on behalf of Ingleby Nominees Limited

Print Name

ANDREAS SYKKANOU

Date

1 April 2015

NOTES:

- 1 You may either
 - 1 1 agree to the above resolution, or
 - 1 2 decline to agree to the above resolution
- 2 If you agree to the above resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company no later than 28 days after the circulation date using one of the following methods
 - 2 1 delivering it by hand to Wragge Lawrence Graham & Co LLP (Ref CXT2) 4 More London Riverside, London SE1 2AU,
 - 2 2 sending it by post to Wragge Lawrence Graham & Co LLP (Ref CXT2) 4 More London Riverside, London SE1 2AU, or
 - 2 3 faxing it to 0870 904 1099 marked for the attention of (CXT2)
- 3 If the Company has not received sufficient agreement by that date the resolution will lapse
- 4 Once you have indicated your agreement to the resolution you may not revoke that agreement
- 5 If you do not agree to the above resolution, you do not need to do anything If no response is received from you as indicated above, you will be counted as withdrawing your agreement to the above resolutions