

MATTHEW CLARK (SCOTLAND) LIMITED (the "Company")**Company No. SC039321****PRIVATE COMPANY LIMITED BY SHARES****WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE DIRECTORS AND
HAVING EFFECT AS SPECIAL RESOLUTIONS OF THE COMPANY PURSUANT TO THE
PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006****CIRCULATION DATE:** 28th January 2013**SPECIAL RESOLUTIONS:****RESOLUTION 1**

THAT the capital of the Company of £1,103,000 (comprising 2,757,500 ordinary shares of £0.40 each), be reduced to £0.40 by cancelling and extinguishing 2,757,499 ordinary shares of £0.40 each registered in the Company's register of members in the name of Matthew Clark (Holdings) Limited, that the amount on share premium account be reduced from £169,494 to nil and that the amount on capital redemption reserve of £180,000 be reduced to nil.

RESOLUTION 2

THAT the sum of £1,452,493.60 being the share capital sum cancelled by Resolution 1 be credited to the profit and loss account of the Company with effect from the registration of the capital reduction.

The undersigned, being as at the circulation date the only eligible member of the Company pursuant to the provisions of Part 13 of the Companies Act 2006, hereby agrees to the resolutions set out above.

Signed:**Date:**

28.1.13

Stephen Peter Dando, Duly authorised, for and
on behalf of Matthew Clark (Holdings) Limited

THURSDAY



SCT 31/01/2013 #333
COMPANIES HOUSE

TO THE SHAREHOLDERS:

Please read the following explanatory notes:

NOTES

1. Under the provisions of Part 13 of the Companies Act 2006, the written resolutions will lapse if they are not passed by 25.2.13, which is the end of a period of 28 days beginning with the Circulation Date, however, to comply with the requirements of the Companies Act 2006 in connection with a reduction of capital, the Written Resolutions approving the reduction of capital must be passed no later than 11.2.2013 (ie within 15 days of the date of the solvency statement of the directors).
2. The written resolutions are passed on the date and at the time when you have *signified* your agreement to them.
3. The relevant majority in the case of a Special Resolution, is eligible members holding not less than 75% of the total voting rights of all eligible members.
4. Your agreement is *signified* when the Company receives from you an *authenticated* form of this document.
5. This document is *authenticated* when it is signed and dated by you in the spaces provided.
6. You may return the authenticated form of this document by any of the following means:
 - a. by posting it or delivering it by hand to Matthew Clark (Scotland) Limited, The Ca'd'oro, 45 Gordon Street, Glasgow, Scotland, G1 3PE
7. Your agreement, once signified, may not be revoked.
8. If this document is being authenticated by a person acting on behalf of the shareholder/member, then that person must ensure that he is duly authorised to do so.