

**THE LEWIS GROUP LIMITED (the Company)**

**SOLE MEMBER'S WRITTEN RESOLUTIONS**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**) **WE**, being the sole member of the Company who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, **CONFIRM** and **AGREE** that the following resolutions shall have effect as if passed at a general meeting of the Company duly convened and held. The resolutions shall each be passed as a special resolution. Accordingly **WE RESOLVE**:


**SPECIAL RESOLUTIONS**

1. **That**, for the purposes of section 175 of the Act, Margaret Young's directorships of Cattles plc, C L Finance Limited, Lewis Group (Holdings) Limited, Shopacheck Financial Services Limited and Welcome Financial Services Limited, which may involve a possible conflict with the interests of the Company, be and are hereby authorised and Margaret Young be permitted not to disclose any confidential information obtained in her capacity as a director of those companies to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified.
2. **That**, for the purposes of section 175 of the Act, Paul Felton-Smith's directorships of Cattles plc, C L Finance Limited, Lewis Group (Holdings) Limited and Welcome Financial Services Limited, which may involve a possible conflict with the interests of the Company, be and are hereby authorised and Paul Felton-Smith be permitted not to disclose any confidential information obtained in his capacity as a director of those companies to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified.

**AGREEMENT**

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

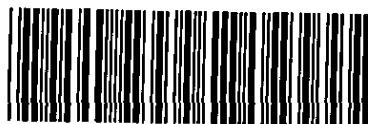
The undersigned, being a person entitled to vote on the resolutions on 15/2/2011 (the **Circulation Date**), hereby irrevocably agrees to the resolutions:



For and on behalf of  
Lewis Group (Holdings) Limited

Date: 15/2/2011

WEDNESDAY



\*SWP1GRPA\*  
SCT 16/02/2011 261  
COMPANIES HOUSE

## NOTES

1. If you agree with the resolutions, 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 Roland Todd, Company Secretary, Kingston House, Centre 27 Business Park, Woodhead Road, Birstall, Batley, West Yorkshire, WF17 9TD.

Post: returning the signed copy by post to Roland Todd, Company Secretary, Kingston House, Centre 27 Business Park, Woodhead Road, Birstall, Batley, West Yorkshire, WF17 9TD.

Fax: faxing the signed copy to 01924 442255 marked "For the attention of Roland Todd, Company Secretary".

Email: attaching a scanned copy of the signed document to an email and sending it to [rolandtodd@cattles.co.uk](mailto:rolandtodd@cattles.co.uk)

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.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, 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.