

Company No SC188650

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
THOMSON SHEPHERD LIMITED

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) we, being the sole eligible member (as defined by section 289 CA 2006) of the Company for this purpose, signify our agreement to and pass the following written resolution as a special resolution of the Company

SPECIAL RESOLUTION


That the 36,003 issued ordinary shares of £1 00 each held by Thomson Shepherd Holdings Limited in the capital of the Company be converted and re-designated into

- 1 25,000 A Ordinary Shares of £1 00 each, and
- 2 11,003 B Ordinary Shares of £1 00 each,

in each case having the rights and being subject to the restrictions set out for a share of that class in the articles of association of the Company

Signed by a director

for and on behalf of **Thomson Shepherd Holdings Limited**


Name DS Curran
Date 20/10/11.



I hereby certify that this is a true and complete copy of the original document

Signed JONATHAN POWLING
[Print Name]

Date 24/10/2011
Addleshaw Goddard LLP

EXPLANATORY STATEMENT

(This explanatory statement is not part of any proposed written resolution)

- 1 This document is proposed by the board of directors of the Company
- 2 This document is sent to the sole eligible member on 20 October 2011 (the **Circulation Date**)
- 3 **"Eligible members"** are the members who are entitled to vote on the resolution on the Circulation Date
- 4 If you wish to signify agreement to this document, please follow the procedure below
 - (a) you (or someone acting on your behalf) must sign, print your name beneath your signature (if it is not already printed) and date this document
 - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document
 - (c) please return the document to Addleshaw Goddard LLP at Sovereign House, Sovereign Street, Leeds, LS1 1HQ marked "for the attention of Jonathan Powling"
- 5 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received
- 6 To be valid, this document must be received no later than the end of the period of 14 days beginning on the Circulation Date, otherwise it will lapse