

Company No SC270870

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

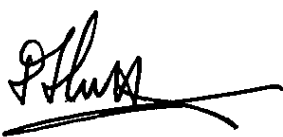
That the 52,200 issued ordinary shares of £1 00 each held by Skipton Group Holdings Limited in the capital of the Company be converted and re-designated into

- 1 39,150 A Ordinary Shares of £1 00 each, and
- 2 13,050 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 **Skipton Group Holdings Limited**

Name 
DS CUTLER

Date 20 OCTOBER 2011



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