

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
MILLER GROUP HOLDINGS (UK) LIMITED

(Registered in Scotland No. SC453327)

(the "Company")

WRITTEN RESOLUTION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolution was duly passed as a written resolution of the Company on 30 July 2013:

SPECIAL RESOLUTION

"That, conditionally upon the allotment and issue to The Miller Group (UK) Limited (registration number: SC453116) ("**Miller Group UK**") by the Company of 10,000,000 ordinary shares of £0.10 each in the Company (the "**Consideration Shares**") in consideration for the acquisition by the Company of the entire issued share capital of The Miller Group Limited (registration number: SC018135) from Miller Group UK, the entire share premium account of the Company (being £196,033,200 following the allotment and issue of the Consideration Shares) be cancelled and the directors of the Company be and are authorised to do or procure to be done all such acts and things on behalf of the Company as they consider necessary or appropriate for the purposes of carrying such cancellation into effect."

Signed Keith M. Miller....., Director/Company Secretary (*delete as appropriate*)

Full Name KEITH MANSON MILLER

WEDNESDAY



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SCT

31/07/2013

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COMPANIES HOUSE