

HAYDOCK FINANCE LIMITED
COMPANY NUMBER 01526882

(the "Company")

27 February 2013 (the "Circulation Date")

WRITTEN RESOLUTIONS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions")

SPECIAL RESOLUTIONS

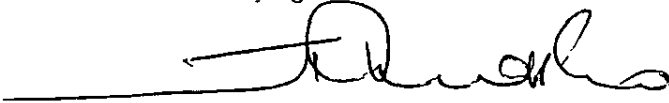
- 1 **THAT** notwithstanding any existing provisions of the articles of association (including all the provisions of its memorandum of association, which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the articles of association) of the Company to the contrary nor any personal interest of any directors of the Company, the Company's execution, delivery and performance of each of the documents listed below be and are hereby approved
 - (a) a facility agreement (the "**Facility Agreement**") to be entered into by the Company (as borrower) and Bank of Scotland PLC (as the lender) (the "**Lender**"),
 - (b) a hedging letter to be entered into between the Company and the Lender,
 - (c) a hedging agreement to be entered into between the Company and the Lender, and
 - (d) an assignment in security of Receivables (as defined in the Facility Agreement) and the Initial Paper (as defined in the Facility Agreement) incorporating fixed and floating charges over the same,(together the "**Documents**")
- 2 **THAT** notwithstanding any personal interest, the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to
 - (a) execute and deliver each of the Documents with such amendments as they shall in their discretion approve, and
 - (b) enter into such documentation and take such action as may be required in order to carry out the matters referred to above



AGREEMENT

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

The undersigned, each a person entitled to vote on the above Resolutions, hereby irrevocably agree to the Resolutions

A handwritten signature in black ink, consisting of a large, stylized 'H' followed by a series of loops and a long horizontal stroke extending to the left.

Haydock Finance Holdings Limited

NOTES

- 1 You can choose to agree to all of the Resolution or none of it but you cannot agree to only some of the Resolution. If you agree to all of the Resolution, 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:
 - (a) **By Hand** delivering the signed copy addressed to the directors of the Company at the Company's registered office
 - (b) **Post** returning the signed copy by post addressed to the directors of the Company at the Company's registered office

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement. You may only vote in favour of the Resolution or withhold your vote in respect of the Resolutions. You may not split your vote
- 3 Unless, by the date falling 28 days from the date of issue, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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