## PRIVATE COMPANY LIMITED BY SHAP

# WRITTEN RESOLUTION OF

\*A.I.78KOB\*

A3176AQB-A26 10/06/2010 COMPANIES HOUSE

**THURSDAY** 

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# **CAVENDISH PLACE NEWCO NO. 1 LIMITED**

(the "Company")

Circulated on 16 December 2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (the "Resolution")

#### **ORDINARY RESOLUTION**

"THAT any director of the Company, notwithstanding any actual or potential conflict of interest (including any conflict under Section 175 of the Companies Act 2006) (the "Conflict") which may arise in relation to the Transaction to be entered into by the Company (and described in more detail below) by virtue of any of the directors of the Company being directors or shareholders of other companies within the group of companies to which the Company belongs, be and hereby is authorised to approve, execute, sign, deliver and perform, and to procure to be executed, delivered, signed and performed on behalf of the Company, all such agreements, deeds, certificates, instruments or other documents and to take all such other and further actions as it may be necessary (if any) to have approved, executed, signed, delivered, performed and taken on behalf of the Company directly or indirectly in connection with the issue and allotment of shares by SPS (EU) Limited to the Company (the "Transaction")

In particular, it is noted that Andrew Scull and Gillian Davies are directors of the Company and SPS (EU) Limited which positions have been disclosed to the shareholder of the Company On this basis, the sole shareholder authorises the Conflict (including any conflict that may arise pursuant to Section 175 of the Companies Act 2006) and approves the Transaction "

# **AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

for and on behalf of

4imprint UK Holdings Limited

Dated: 16 December 2009

### **NOTES**

- 1 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
- Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless sufficient agreement has been received for the Resolution to pass before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.