

Company No 08121687

The Companies Act 2006

Private Company Limited by Shares

Written Resolution

of

PDI Limited (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the sole director of the Company has proposed that the resolution below is passed by the members of the Company

Ordinary Resolution

We, the undersigned, being all of the members entitled as at 11 March 2016, the date of circulation of this resolution, to attend and vote at general meetings of the Company, **RESOLVE** that the following resolution be passed as a written resolution having effect as an ordinary resolution of the Company

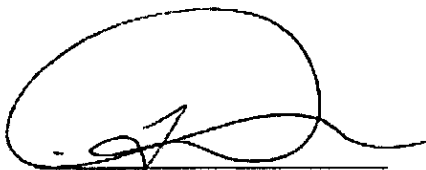
THAT subject to and conditional on completion of the proposed capital reduction as referred to in the special resolution below, a cash dividend of £662,264, be declared and paid to the members of the Company

Special Resolution

We, the undersigned, being all of the members entitled as at 11 March 2016, the date of circulation of this resolution, to attend and vote at general meetings of the Company, **RESOLVE** that the following resolution be passed as a written resolution having effect as a special resolution of the Company

THAT pursuant to section 641(1) of the Companies Act 2006, the share premium account of the Company be reduced by way of this resolution supported by a solvency statement dated 11 March 2016 and signed by the sole director of the Company (attached hereto as appendix 1), from £10,178,247 to £0 and the amount by which the share premium account is so reduced be credited to the Company's retained earnings account

Date of circulation 11 March 2016



For and on behalf of Ceona Services (UK) Limited
(in administration) signed by Alan Hudson for and
behalf of Alan Hudson acting on his own behalf and
on behalf of Alan Bloom and Colin Dempster,
as the administrators (each without personal liability)

Date 14 March 2016