Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution set out below is passed as a special resolution of the Company

SPECIAL RESOLUTION

THAT, the Articles of Association of the Company be and are hereby amended as follows -

1 Article 11 (Interpretations) shall be amended as follows -

11 The following additional definition be inserted, namely -

111 "Adoption Date" means 1st March 2012.

12 That the definition of "Bad Leaver" shall be deleted in its entirety and replaced with a new definition as follows -

121 "Bad Leaver": a Departing Employee Shareholder, where that cessation occurs either (i) before the second anniversary of the Adoption Date in respect of those shareholders who were registered shareholders of the Company as at the Adoption Date or (ii) before the second anniversary of the date upon which a shareholder’s name is entered into the register of shareholders of the Company, in respect of all those shareholders who become registered shareholders of the Company after the Adoption Date or (iii) in either case, in circumstances where the Employee Shareholder is guilty of any fraud, dishonesty, gross misconduct or gross negligence, unless, in either case, otherwise agreed in writing by the Board.

AGREEMENT

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

The undersigned, persons entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Special Resolution
Signed by

Graham Hall

Alison Finch

James Edgeworth

Neil Clevett

Date 28th November, 2012

NOTES

1 This Written Resolution has been sent to eligible members who would have been entitled to vote on the resolutions on the Circulation Date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.

2 An eligible member can signify their agreement to the resolutions contained within this Written Resolution and by either delivering a copy of the signed Written Resolution to an officer of the Company by hand or by sending a copy of the signed resolution in hard copy form by post to the Company Secretary.

3 You may not revoke your agreement to the Written Resolution once you have signed and returned the Written Resolution to the Company.

4 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.

5 The Written Resolution is passed when the Company receives the agreement of the required majority of eligible members. The requisite majority for a special resolution is eligible members representing not less than 75% of the total voting rights of eligible members.

6 The Written Resolution must be passed within a period of 28 days beginning with the Circulation Date of this Written Resolution (section 297 Companies Act 2006). If this Written Resolution is not passed by such date then it will lapse.

7 Any signed Written Resolution received by the Company after the date falling 28 days after the Circulation Date stated overleaf will not be counted in determining whether the Written Resolution is passed.