Company No 06887853

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

DISPLAY MODE LIMITED

(the Company)

Circulation Date 22 FEBRUARY 2016

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

1 That the Company be authorised to enter into the documents listed in the appendix to the Resolution (Documents) in connection with the acquisition by Ashbrook Rees Ltd (Company Number 09590232) (Buyer) of the entire issued share capital of the Company (Acquisition), and that any director of the Company (in the presence of an independent witness) or any two directors be approved to enter into the same on behalf of the Company

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolution on the date of circulation, hereby irrevocably agree to the Resolution

Signed by Simon John Rowland

Date

22 FEBRUARY 2016

Signed by Helen McCallum

Date

22 FEBRUARY 2016
NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company marked for the attention of the directors.

You may not return the Resolutions to the Company by any other method.

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.

3. Unless, by 28 days from the date of circulation of the Resolutions, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the directors before the expiry of or during this period.
APPENDIX
The Documents

1. A composite guarantee and Debenture (Debenture) to be executed by the Company in favour of Shawbrook Bank Limited (Bank) in respect of the Company and the Buyer's obligations pursuant to a facility agreement between the Company and the Bank to be entered into on the date hereof.

2. An asset based lending agreement relating to £2,150,000 and senior facilities pursuant to which the Bank would make certain receivable facilities and certain asset based facility available to the Company.

3. An Inter Company Loan Agreement to be executed by the Company and the Buyer to which the Company would make available to the Buyer loans to be used by the Buyer to make any payments due to the Simon John Rowland and Helen McCallum in connection with the Share Purchase Agreement to be entered into on the date hereof.