

Company Number: 05107560

SATURDAY



A50 "A0T3YS62" 05/03/2011 200
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of
PIERCE GROUP LIMITED



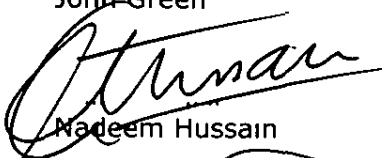


Circulation date: 18 January 2011

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolution is passed as a special resolution of the Company

SPECIAL RESOLUTION

THAT in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 (the "Act") to exercise all or any of the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (such shares and rights being together referred to in this resolution as "**Relevant Securities**") up to an aggregate nominal value of £3 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date on which this resolution is passed save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired

The undersigned, being members eligible to vote on the above resolution on the circulation date hereby irrevocably agree to the above resolution.

 Paul Warren ..	Date: 18 January 2011
 John Green ..	Date: 18 January 2011
 Nadeem Hussain ..	Date: 18 January 2011
 Mark Williams ..	Date: 18 January 2011
 Graham Boyes	Date: 18 January 2011

NOTES:

1 If you agree with the resolution, please sign and date this document and return it to the Company using one of the following methods

- **By Hand** delivering the signed copy to the Company's secretary at the Company's registered office
- **Post** returning the signed copy by post to Company's secretary at the Company's registered office

If you do not agree with 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

3 The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it by the date falling 28 days after the circulation date at the head of this resolution. If you agree to the resolutions, please ensure that your agreement reaches us before that date