Company No: 02631340

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

COPY WRITTEN RESOLUTIONS

of

A4e LTD

("Company")

PASSED ON

SATURDAY

A12G4H14
A25 11/02/2012 #264
COMPANIES HOUSE

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 9 February 2012 as ordinary and special resolutions as indicated below

ORDINARY RESOLUTIONS

1 That the terms of, and the transactions contemplated by the latest drafts of

1 1 a supplemental agreement to a £22,500,000 revolving credit facility agreement dated 30 December 2011 and made between, among others, (1) the Company as parent, (2) The Royal Bank of Scotland Plc (**"RBS"**) as arranger, (3) the financial institutions listed in part II of schedule 1 thereto as original lenders, (4) RBS as agent and (5) RBS as security agent, such supplemental agreement to be entered into between, among others, (1) the Company as parent, (2) the subsidiaries of the Company listed in schedule 1 thereto as subsidiaries, (3) National Westminster Bank Plc (**"NatWest"**) and The Co-Operative Bank p l c as lenders and (4) RBS as agent, and

1 2 a deed of release of security to be entered into between (1) NatWest as lender and (2) the Company, A4e Management Ltd and A4e Wales Limited as companies,

(hereafter referred to as the **"Documents"**)

are hereby approved, and the Company be authorised to execute, deliver and perform the Documents and to perform its obligations and incur the liabilities arising under the Documents, notwithstanding any provisions of the Company's memorandum of association or articles of association or any personal interest of any of the Company's directors

2 That the directors of the Company be and are hereby authorised to take any action (including making any amendments to the Documents as they see fit) or enter into any other documents in connection with or pursuant to the terms of the Documents as they shall deem necessary or appropriate, and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provisions of the Company's memorandum of association and articles of association or any personal interest of any of the Company's directors

3 That the directors of the Company be and are hereby authorised to do all things necessary in respect of the Documents and any other related documents, notwithstanding any provisions of

the Company's memorandum of association and articles of association or any personal interest of any of the Company's directors

SPECIAL RESOLUTION

4 That the articles of association of the Company be amended by inserting the following provision as a new article 10 1 4 (immediately following article 10 1 3)

"*10 1 4(a)* *Any director or member of a committee of directors may participate in a meeting of the directors or such committee by means of conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute "present in person" at such meeting*

10 1 4(b) *A resolution agreed by all the directors present by means of a telephonic communication, telex, facsimile transceiver, computer or other electronic means will be valid if such resolution is signed by the Chairman of the meeting* "

Director