

**CERTIFIED COPY RESOLUTION**

**PRIVATE COMPANY LIMITED BY SHARES**

**CERTIFIED WRITTEN RESOLUTION  
of**

**CROC MHOR FARMS LIMITED (the "Company")**  
**Company Number SC407077**

...21 December... 2011 ("Circulation Date")

I, being the sole member of the Company eligible to vote on the undernoted resolutions proposed by the sole director of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") and having read the attached explanatory notes and statements, hereby irrevocably agree to the resolutions indicated below being passed as ordinary and special resolutions of the Company (as applicable):

**SPECIAL RESOLUTIONS**

1. "THAT, subject to the passing of Resolution 2 and in accordance with section 570 of the Act, the Director be generally empowered to allot equity securities (as defined in section 560 of the Act, as amended) pursuant to the authority conferred by Resolution 2, as if section 561(1) of the Act did not apply to any such allotment."

**ORDINARY RESOLUTIONS**

2. "THAT the director of the Company be and is hereby generally and unconditionally authorised for the purposes of section 551 of the Act to allot and issue up to 185 Ordinary Shares of £1 each credited as fully paid at par. This authority shall expire, unless sooner revoked or altered by the Company in general meeting, on 31 December 2012."
3. "THAT the director of the Company be and is hereby authorised to finalise and agree and then execute and implement the terms of a Reconstruction Agreement amongst the Company, Gilbert McClung (2011) Limited ("GMKL"), Gilbert McClung (Kelso) Limited and Claire Middlebrook (as Liquidator) in relation to the members voluntary liquidation of GMKL."

**CERTIFIED A TRUE COPY**

*Nrvin M. M. M. M.*  
Sole Director

Date: 21 December 2011

