

Company number 2429909

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**GWB HOLDINGS LIMITED (the Company)**

(Circulated 14 February 2008)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the **Resolution**).

**SPECIAL RESOLUTION**

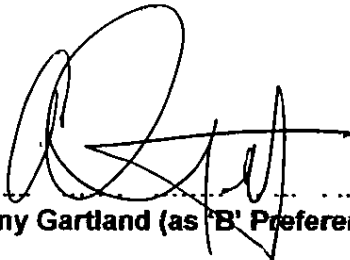
THAT the proposed contract between (1) the Company and (2) Anthony Gartland for the purchase by the Company of 9,327 'A' Preference Shares of £1.00 each (the "**Sale Shares**") in the Company for a consideration of £106,588.96 (plus accrued dividends equal to £3,116.13) (the "**Share Purchase Agreement**") (a copy of which Share Purchase Agreement has been circulated together with this written resolution) be approved pursuant to sections 164(2) of the Companies Act 1985 and that the director and company secretary be authorised to execute the Share Purchase Agreement on behalf of the Company and that the director be authorised to implement and complete the contract in accordance with the terms.

**AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolution on irrevocably agrees to the Resolution:

February 2008, hereby

  
Anthony Gartland (as 'B' Preference Shareholder)

Date

14 February 2008

FRIDAY



**NOTES**

- 6 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- (a) **By hand** delivering the signed copy to GWB Secretary, GWB Holdings Limited at West House, Kings Cross Road, Halifax HX1 1EB
- (b) **Post:** returning the signed copy by post to GWB Secretary, GWB Holdings Limited, West House, Kings Cross Road, Halifax HX1 1EB
- (c) **Fax:** faxing the signed copy to 0870 458 2675 marked "For the attention of Rebecca Lewis-Davies"
- (d) **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Rebecca.lewis-davies@hammonds.com. Please enter "Written resolutions dated 14 February 2008" in the e-mail subject box.

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.

- 7 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 8 Unless, by the date 28 days following the circulation date of this Resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 9 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document