

Company number 00259388

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

DHP FAMILY LIMITED (Company)

12 OCTOBER 2016 (Circulation Date)



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

SPECIAL RESOLUTION

1 THAT, the articles of association of the Company be amended as follows:

1.1 1 That article 4.2 be replaced with the following wording

"The Company shall, without resolution of the Board or the Company in general meeting and before application of any Available Profits to reserve or for any other purpose, pay the holders of the Preference Shares a fixed cumulative preference dividend (**Preferred Dividend**) at an annual rate of 8% of the Original Subscription Price per Preference Share to be paid on the last day of each financial year to the person registered as its holder on the relevant date."

1.1.2 That article 5.1 be replaced with the following wording:

"Subject to the Act, the Preference Shares shall be redeemed in full or in part at any time after.

- (i) the Company giving written notice to the holder(s) of its intention to redeem the number of Preference Shares and on the date specified in the notice;
- (ii) any holder of Preference Shares giving written notice to the Company of their intention to redeem the number of Preference Shares held by such persons as they may direct and on the date specified in the notice; and

(iii) forthwith on a change of controlling interest in the Company.”

1.1.3 The addition of a new article 9:

“9. Return of Capital

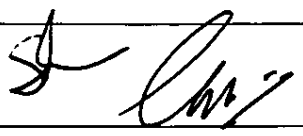
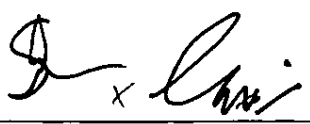
On a return of capital, on a liquidation or otherwise, the surplus assets of the Company available for distribution amongst the shareholders (after the payment of the Company’s liabilities) shall be applied as follows:

- (i) first, in paying to the holders of the Preference Shares an amount equal to the Original Subscription Price in respect of each Preference Share and any arrears of Preference Dividend; and
- (ii) secondly, in paying any balance of such assets to the holdings of the Ordinary Shares pro rata to the number of Ordinary Shares held by them.”

AGREEMENT

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

The undersigned, being the required majority of the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

NAME OF SHAREHOLDER	SIGNATURE	DATE
Geo Akins (Holdings) Limited		12 th / 10 / 16
Geo Akins (Holdings) Limited and George Henry Akins		12 th / 10 / 16

NOTES

- 1 If you agree with the Resolution, 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 DHP Family Limited 2 Lace Market Square, Nottingham, NG1 1PB.

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

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.

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 3 Unless sufficient agreement is received for the Resolution to pass within 28 days of the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.