

Company Number: 00584047

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

-of-

GOLLEY SLATER GROUP LIMITED
("the Company")

CIRCULATION DATE: 21st February 2014

DATE RESOLUTION PASSED: 21st February 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the Act"), the directors of the Company propose that the resolutions below are passed as ordinary resolutions of the Company (the "Resolutions") and that such Resolutions be as valid and effectual as if they had been passed at a general meeting of the Company duly convened and held

ORDINARY RESOLUTIONS

- 1 **THAT**, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in the memorandum of association of the Company (as varied pursuant to any resolution passed in accordance with section 121(2)(a) of the Companies Act 1985), which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted
- 2 **THAT**, in substitution for any previous authorities conferred upon the directors (under section 551 of the Act), the director be and is hereby generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate of 2,000,000 ordinary shares of £1.00 each, having an aggregate nominal value of £2,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire 5 years from the date of the passing of this resolution, but the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

WEDNESDAY



A20 *A32JG4HE* 26/02/2014 #207
COMPANIES HOUSE

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

The undersigned, being the sole person entitled to vote on the Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions set out above -

Shareholder

Signature

Date

For and on behalf of
TGTHR GROUP LIMITED



21-2-14

Notes

- 1 You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions
- 2 If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the registered office of the Company or by fax or email marked for the attention of the Company Secretary
- 3 If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 5 Unless within 28 days of the circulation date sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 6 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
- 7 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