

THE COMPANIES ACT 2006

WRITTEN ORDINARY RESOLUTIONS OF PHILIP STEWART FINANCE & LOAN COMPANY LIMITED

COMPANY NUMBER: 954629

CIRCULATION DATE: 31st May 2015


WE, the undersigned, Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY SIGNIFY OUR AGREEMENT to the passing of the following resolutions as Ordinary Resolutions pursuant to Sections 288 to 300 of the Companies Act 2006

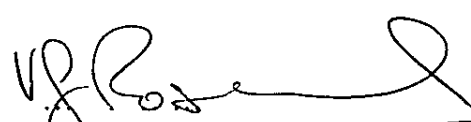
IT IS RESOLVED

- 1 THAT pursuant to the provisions of Section 190(1) of the Companies Act 2006, the proposed sale of the 2 Ordinary shares of £1 00 each in issue in the capital of the Company in exchange for the issue of 100 Ordinary shares of £0 01 each , 50 each to be allotted to Alan Rosenthal and Valerie Rosenthal, credited as fully paid in the capital of **PHILIP STEWART FINANCE LIMITED** in which proposed transaction the directors of the Company have an interest, be and is hereby approved and consequently the following Stock Transfer Forms be and are hereby produced -

<u>Transferor</u>	<u>Number of share</u>	<u>Transferee</u>
Alan Rosenthal	1 Ordinary £1 00 share	Philip Stewart Finance Ltd
Valerie Rosenthal	1 Ordinary £1 00 share	Philip Stewart Finance Ltd

- 2 THAT the business and undertaking of the Company be transferred to **PHILIP STEWART FINANCE LIMITED** by way of dividend in specie


ALAN ROSENTHAL
Member


VALERIE ROSENTHAL
Member

Dated 31st May 2015



NOTES:

- 1 Members may signify their agreement to the above resolution(s) by returning a hard copy of the resolution(s) signed by them (or on their behalf) to the company at the registered office address
- 2 The proposed resolution(s) will lapse if not passed within the period of 28 days beginning with the circulation date as shown above