

Company number 01202398

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Wellian (RIM) Limited (**Company**)

13<sup>th</sup> May 2015

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 [an ordinary **OR** a special resolution] (**Resolution**)

**SPECIAL RESOLUTION**

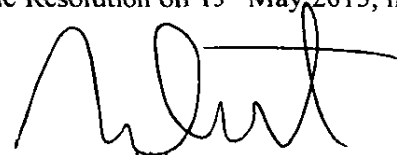
"THAT the issued share capital of the Company be reduced from £7,207 to £1 by cancelling and extinguishing 7 Ordinary A shares of £1 00 each and 7,199 of the issued Ordinary shares of £1 00 each in the Company, each of which is fully paid up and by reducing the Share Premium Account from £12,550 to nil and the amount by which the share capital and the share premium account is so reduced be repaid to the holders of those shares"

**AGREEMENT**

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

The undersigned, the sole person entitled to vote on the Resolution on 13<sup>th</sup> May 2015, hereby irrevocably agrees to the Resolution

Signed by Michael John Subert a director  
for and on behalf of Wellian Holdings  
Limited  
Date



Michael John Subert  
13<sup>th</sup> May 2015

**NOTES**

1 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 delivery methods

**By hand** delivering the signed copy to Mick Fitzgerald  
**Post** returning the signed copy by post to Mick Fitzgerald at 77 Mount Ephraim  
Tunbridge Wells TN4 8BS



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, by 15<sup>th</sup> May 201, 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

4 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

5 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

Wellian (RIM) Limited (Company)

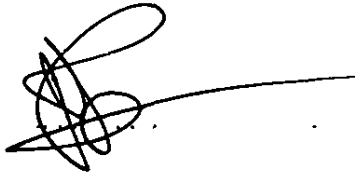
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**SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 (2006 ACT) MADE FOR THE PURPOSES OF SECTION 642 OF THE 2006 ACT ON MAY 2015**

We, the directors named below (being all the directors of the Company as at the date of this statement), having taken account of all of the Company's liabilities (including any contingent or prospective liabilities), have formed the opinion that

- As regards the Company's situation as at the date of this statement, there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts
- The Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement

Signed by



Karen Linda Vidler

Date

13/5/15

Eric Clapton



Date

13/5/15