

Company number 01516922

TUESDAY



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

JISTCOURT SOUTH WALES LIMITED (the "Company")

By a Written Resolution dated 14 January 2016 the following resolutions were passed as special resolutions

SPECIAL RESOLUTION

- 1 **THAT** in connection with the giving of financial assistance and support by the Company entering into a Limited Guarantee in the form annexed hereto (the "Guarantee") and a Debenture ("Debenture") to Finance Wales Investments (8) Limited ("Finance Wales") in support of Jistcourt Construction Holdings Limited assuming the obligations of it to Finance Wales under a facility agreement dated 21 December 2015, the Guarantee and Debenture be and are hereby approved and that the sole director be authorised to cause the Company to enter into or execute the Guarantee and the Debenture together with such amendments as the sole director may in his absolute discretion approve
- 2 **THAT** any act done or document executed pursuant to Resolution 1 shall be valid, effective and shall bind the Company and any limit on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's Articles of Association is suspended, waived or abrogated as necessary to give effect to the foregoing resolution
- 3 **THAT** notwithstanding the Company having approved the execution delivery and performance of the Guarantee and the Debenture it is confirmed that the Company is receiving full and fair consideration for the obligations it is undertaking and agreeing to continue in accordance with their terms
- 4 **THAT** notwithstanding that the entering into of the Guarantee and the Debenture would constitute financial assistance, such entry, continuation and the giving of such financial assistance is likely to promote the success of the Company for the benefit of its members as a whole and is approved

Dated this 14 day of January 2016

Signed on behalf of the Company