

**Trafalgar House Trustees Limited (the "Company")**  
**(Registered Number 01604930)**

**Written Resolutions of the Members of the Company**

**Circulation date:** 15 December 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed (the "**Resolutions**"). Resolution 1 is proposed as an ordinary resolution. Resolutions 2 and 3 are proposed as a special resolution, each with effect as of the date of these Resolutions.

Capitalised terms used herein which are not defined shall, save where the context otherwise requires, have the same meaning as in the Resolutions of the Directors of the Company dated on or around the date of these Resolutions (the "**Board Resolutions**").

**ORDINARY RESOLUTIONS**

- 1 **THAT** the terms of the Business Sale, the Reorganisation and all actions and matters thereto, as defined and set out in the Board Resolutions be approved and are considered likely to promote the success of the Company (and the wider group) for the benefit of its members as a whole.

*Handwritten signature*

**SPECIAL RESOLUTIONS**

- 2 **THAT** the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association.
- 3 **THAT**, the articles of association contained in the printed document attached to these Resolutions be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.
- 3.1 **THAT** the required filings be approved and delivered to the Registrar of Companies at the relevant time in accordance with the Companies Act 2006.

TUESDAY



LD5      \*L6YPL8RC\*      30/01/2018      #108  
COMPANIES HOUSE

**AGREEMENT**

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

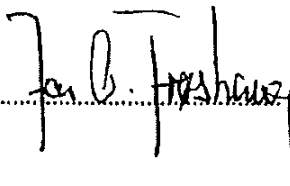
The undersigned, being a person entitled to vote on the Resolutions on the circulation date of the Resolutions, hereby irrevocably agrees to all of the Resolutions:

Signed by \_\_\_\_\_

On behalf of:

**JAN FROESHAUG**

Date 19.12.17

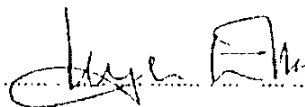
  
\_\_\_\_\_

Signed by \_\_\_\_\_

On behalf of:

**MARILYN ELLIS**

Date 15/2/17

  
\_\_\_\_\_