

COMPANY NUMBER 2286464

THE COMPANIES ACT 1985, 1989 & 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

THE MEMBERS

OF

KAY ELLIOTT ARCHITECTS LIMITED

("the Company")

Passed on the 13th day of May 2009

TUESDAY



ACJ40C13

A13

18/08/2009

126

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolution 1 below is passed as a special resolution; and
- resolution 2 below is passed as an ordinary resolution.

SPECIAL RESOLUTION

1. The present A, B & C Ordinary £1 shares of the Company be reclassified as Ordinary £1 shares ranking pari passu in all respects


ORDINARY RESOLUTION


2. The directors are authorised for a period of 5 years from the date of the adoption of this resolution to exercise the power of the Company to allot relevant securities in respect of all shares for the time being unallotted but the maximum aggregate nominal amount of Ordinary shares which may be allotted pursuant to this authority shall be £100 and this authority may be varied or revoked by an ordinary resolution of the Company

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution and the Ordinary Resolution.

We, the undersigned, being all the members of the Company entitled to vote on the above resolutions hereby irrevocably agree to the Special Resolution and the Ordinary Resolution:


..... Dated 13 May 2009
D A ELLIOTT


..... Dated 13 May 2009
L M M ELLIOTT

1. You can choose to agree to both the Ordinary Resolution and Special Resolution or neither of them but you cannot agree to only one of the resolutions. If you agree to both of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to MESSRS HOOPER & WOLLEN, CARLTON HOUSE, THE TERRACE, TORQUAY, TQ1 1BS
- **Post:** returning the signed copy by post to MESSRS HOOPER & WOLLEN, CARLTON HOUSE, THE TERRACE, TORQUAY, TQ1 1BS

If you do not agree to all of the resolutions, 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 resolutions, you may not revoke your agreement.

3. Unless, by 13 June 2009..... 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.

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.