

Company Number 02594369

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
Bovale Limited (the "Company")

We hereby certify that this is a true copy of the original  
Signed [Signature]  
Name ANNEKA SUTHER  
Date 18/08/2015  
MARTIN-KAYE SOLICITORS  
The Foundry  
Euston Way  
Telford Shropshire TF3 4LY

CIRCULATION DATE 10 July 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the Resolution below (the "Special Resolution") is passed as special resolution

SPECIAL RESOLUTION

THAT the articles of association be amended by the addition of the following article 15

15 1 The Company and the directors shall not be entitled to exercise any lien which the Company has in respect of shares

15 1 1 held by any bank or institution to which such shares have been charged by way of security or to any nominee of such a bank or institution, or

15 1 2 being transferred as described in article 15 2 below

15 2 Notwithstanding any provisions contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise) the directors shall not decline to register any transfer of shares which have been mortgaged or charged or are expressed to be mortgaged or charged pursuant to any security document entered into by any shareholder of the Company nor suspend registration thereof where such transfer is in favour of

15 2 1 a chargee or mortgagee of such shares,

15 2 2 any nominee of a chargee or mortgagee of such shares,

15 2 3 a purchaser of such shares from a chargee or mortgagee (or its nominee) of such shares, or

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15 2 4 a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of such shares,

and no such chargee, mortgagee or purchaser (in any such case) will be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise (and a certificate by the relevant chargee or mortgagee (or an officer thereof) that the relevant transfer is within paragraph 15 2 1, 15 2 2, 15 2 3 or 15 2 4 above shall be conclusive evidence of that fact)

#### AGREEMENT

Please read the notes attached to this document before signifying your agreement to the Special Resolution

We the undersigned (being all persons who were entitled to vote on the Special Resolution on the Circulation Date) hereby irrevocably agree to the Resolution

Signed 

Michael Bailey

Dated 10 July 2015

Signed 

Thomas Bailey

Dated 10 July 2015

## NOTES

- 1 If you agree with all the Resolution, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the "Lapse Period") using one of the following methods
  - (a) **By Hand** delivering the signed copy to a Company Director
  - (b) **Post** returning the signed copy by post to a Company Director at the registered office of the Company
- 2 If you do not agree with all the Resolution, you do not need to do anything You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 The Resolution is passed when the required majority of eligible members have signified their agreement to it
- 5 If the Resolution is not passed before the end of the Lapse Period it will lapse If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolution will be ineffective
- 6 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
- 7 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

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On 10 July 2015 the following special resolution was duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006

SPECIAL RESOLUTION

THAT the articles of association be amended by the addition of the following article 15

15 1 The Company and the directors shall not be entitled to exercise any lien which the Company has in respect of shares

15 1 1 held by any bank or institution to which such shares have been charged by way of security or to any nominee of such a bank or institution, or

15 1 2 being transferred as described in article 15 2 below

15 2 Notwithstanding any provisions contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise) the directors shall not decline to register any transfer of shares which have been mortgaged or charged or are expressed to be mortgaged or charged pursuant to any security document entered into by any shareholder of the Company nor suspend registration thereof where such transfer is in favour of

15 2 1 a chargee or mortgagee of such shares,

15 2 2 any nominee of a chargee or mortgagee of such shares,

15 2 3 a purchaser of such shares from a chargee or mortgagee (or its nominee) of such shares, or

15 2 4 a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of such shares,

and no such chargee, mortgagee or purchaser (in any such case) will be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or

otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise (and a certificate by the relevant chargee or mortgagee (or an officer thereof) that the relevant transfer is within paragraph 15 2 1, 15 2 2, 15 2 3 or 15 2 4 above shall be conclusive evidence of that fact)

A handwritten signature in black ink, appearing to read "Peter Bailey". The signature is written in a cursive, flowing style.

Director