

Anthony A Davies Limited (the "Company")

Company number: 03354301



In accordance with section 291 of the Companies Act 2006, the Directors of the Company propose that the members of the Company pass each of the following written resolutions

Resolution 1 is proposed as an ordinary resolution and Resolution 2 is proposed as a special resolution of all members of the Company

Circulation Date

17 July 2014

RESOLUTIONS

RESOLUTION 1 – ORDINARY RESOLUTION

AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006) the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £50,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date this Resolution 1 is passed

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the CA 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities

RESOLUTION 2 – SPECIAL RESOLUTION

DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of Resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by Resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall

- 1) be limited to the allotment of equity securities up to an aggregate nominal amount of £50,000, and
- 2) expire on the fifth anniversary of the date this Resolution 2 is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the

Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

AGREEMENT

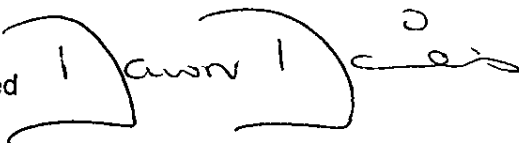
Please read the notes at the end of this document before signifying your agreement to each of the Resolutions

Each of the undersigned, a person entitled to vote on the Resolutions above on the circulation date shown above, hereby irrevocably agrees to each of the Resolutions above

Signed 

Anthony Davies

Date 17th July 2014

Signed 

Dawn Davies

Date 17th July 2014

NOTES

1 If you agree to each 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 Dawn Davies, the Company Secretary, or
- by post returning the signed copy by post to Dawn Davies at the registered office of the Company

If you do not agree to either or both 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 each of the Resolutions, you may not revoke your agreement

3 Where insufficient agreement has been received for either or both of the Resolutions to be passed, it will lapse. If you agree to both of the Resolutions, please indicate your agreement and notify us as soon as possible

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