

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

MCCARTHY TAYLOR LIMITED (the "Company")

CIRCULATION DATE: 31 OCTOBER 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company hereby propose that the following resolutions be passed as special resolutions by the holders of the A ordinary shares in the capital of the Company (the "Resolutions")

SPECIAL RESOLUTIONS

- 1 THAT the regulations attached to these written resolutions and (marked "A" for identification purposes only) be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles
- 2 THAT pursuant to article 15.5 of the Company's articles of association adopted pursuant to Resolution 1, the pre-emption rights that would otherwise apply to the allotment of
 - (a) 83 C Ordinary shares of £1.00 each in the capital of the Company to Ginette Getting,
 - (b) 83 C Ordinary shares of £1.00 each in the capital of the Company to Clive Collins, and
 - (c) 83 C Ordinary shares of £1.00 each in the capital of the Company to Kathryn Sarah Fieldshall not apply

THURSDAY



A20 12/11/2015 #456
COMPANIES HOUSE

AGREEMENT

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

The undersigned, being the members entitled to vote on the Resolutions on the circulation date stated above, hereby irrevocably agree to the Resolutions



31/10/2015

Paul Adrian Taylor

DATE

NOTES

1 If you agree to 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 the Company Secretary at the registered office of the Company
- Post returning the signed copy by post to the Company Secretary at the registered office of the Company

If you do not agree to 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, prior to 28 days from the date of the Resolutions, sufficient agreement has been received for the Resolutions to pass, it 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