

Company number: 3669014

PRIVATE COMPANY LIMITED BY SHARES
RESOLUTIONS OF
BREAKWELL SUMNER PARTNERSHIP LIMITED
(passed on 7 March 2014)

The following resolutions were duly passed as ordinary or special resolutions of the Company (as indicated) on 7 March 2014 by way of written resolution in accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006

ORDINARY RESOLUTION

- 1 **THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 (the Act) to exercise all or any of the powers of the Company to allot 109 ordinary shares of £0.01 each in the capital of the Company to Paul Martin Elphick at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the first anniversary of the date on which this resolution is passed save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired

SPECIAL RESOLUTION

- 2 **THAT**, subject to and conditional upon the passing of the resolution numbered 1 in this written resolution and in substitution for all existing and unexercised authorities and powers, the directors of the Company be empowered to allot equity securities (as defined in section 560 Companies Act 2006) pursuant to the authority conferred upon them by resolution 1 as if the provisions of article 8.4 of the articles of association of the Company did not apply to any such allotment provided that this authority and power shall expire on the day before the first anniversary of the date of the passing of this resolution, save that the Company may, before the expiry of such period, 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 such offer or agreement as if the power conferred by this resolution had not expired



Director

Date 7/3/14

