

Written resolution of members under Companies Act 2006.

Company number 04004212

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

AG&G Limited (Company)

30th September 2015 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

SPECIAL RESOLUTION

- 1 To declare a special dividend of £2,917,899 on the A ordinary shares of £1 each and the B ordinary shares of £1 each (each an **Ordinary Share**) in respect of the financial year to September 2015, to be satisfied by the transfer of current assets consisting of cash, debtors and loans plus the transfer of an unlisted investment with a value of £24,000. This dividend to be paid on 1 October 2015 to the holders of the A Ordinary Shares of £1 each and to the holders of the B Ordinary Shares of £1 each (or such later time or date as the directors of the Company may determine) (**Record Date**).

AGREEMENT


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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

We hereby certify this
to be a true copy of the
original document
SOLOMON TAYLOR & SHAW
3 Coach House Yard
Hampstead High Street
LONDON NW3 1QD

Solomon Taylor & Shaw
20.10.2016

Signed by **ANTHONY RODHAM ALDER**


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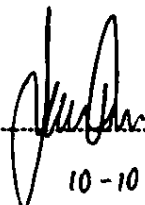
Date:

Signed by **DAVID GOODERHAM**


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Date:

Signed by **JAMES BERNARD GRIMES**


.....
10-10-16

Date:

Signed by **LISA BRIT ALDER**


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Date:

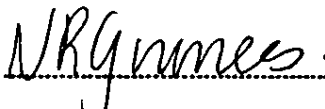
14.10.16

Signed by **SARAH PATRICIA
GOODERHAM**


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Date

Signed by **NAOMI RACHEL GRIMES**


.....
10/10/16

Date.

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
3. Unless, by 30th September 2015, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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.