

Company Number: 04712592

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF**

**ALPHA DEVELOPMENT PARTNERSHIP LIMITED**

(the "Company")

**CIRCULATION DATE:**

**14<sup>th</sup> January 2013**

**LAPSE DATE:**

**11<sup>th</sup> February 2013**

FRIDAY



A10 \*A246NM4P\* 15/03/2013 #210  
COMPANIES HOUSE

**Pursuant to** Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company hereby proposes that

The following resolution is passed as a special resolution ("**the Special Resolution**")

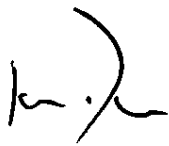
1. **THAT** the terms of an agreement between the Company and Robin Brown for the purchase by the Company of 1,500 B ordinary shares of £0.01 each in the capital of the Company issued to Robin Brown as set out in the attached agreement (the "**Contract**") be approved and the Company be authorised to enter into the Contract

**AGREEMENT**

This agreement must be returned to the Company as per the notes at the end of this document by the Lapse Date

We, the undersigned, being persons entitled to vote on the Special Resolution on the circulation date stated above, hereby irrevocably agree to the Special Resolution -

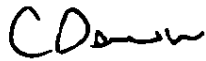
(Please read the notes at the end of this document before signifying your agreement to the Special Resolution)



Ian Dawson

14/1/13

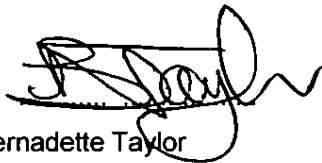
Date



Catherine Dawson

14/1/13

Date



Bernadette Taylor

14/1/13

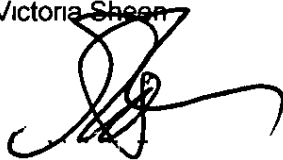
Date



Victoria Sheen

14/1/13

Date



Matthew Wall

14/1/13

Date



Aisha Zafar

14/1/13

Date

---

---

## NOTES

- 1 If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above before returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to C/O BPE Solicitors LLP, First Floor, St James's House, St James's Square, Cheltenham, Gloucestershire GL50 3PR
- **Post** returning the signed copy by post to BPE Solicitors LLP as above
- **Fax** faxing the signed copy to 01242 226712 marked "For the attention of Rachael Reeves"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to Rachael.reeves@bpe.co.uk Please enter "Written resolutions" in the e-mail subject box

If you do not agree to the Special Resolution, 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 Special Resolution, you may not revoke your agreement
- 3 Unless by the Lapse Date sufficient agreement has been received for the Special Resolution to be passed, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date

**Dated**

**14<sup>th</sup> January 2013**

**(1) ROBIN BROWN**

**(2) ALPHA DEVELOPMENT PARTNERSHIP LIMITED**

---

**OFF-MARKET PURCHASE  
AGREEMENT**

---



**BPE Solicitors LLP**

**Head Office**

**St. James's House  
St. James' Square  
Cheltenham  
Gloucestershire  
GL50 3PR**

**Tel 01242 224433  
Fax 01242 574285**

**London**

**89 Judd Street  
London  
WC1H 9NE**

**Tel 0207 404 9057  
Fax: 0207 430 2300**

## **Contents**

---

<b>Clause</b>		<b>Page</b>
1	Interpretation	3
2	Shareholder approval	3
3	Sale and purchase of shares	3
4	Further assurance	4
5	Governing law and jurisdiction	4
6	Entire agreement	4
7	Agreement survives completion	4
8	Counterparts	4

**THIS AGREEMENT** is dated

14<sup>th</sup> January 2013

**Parties**

- (1) **ROBIN BROWN** of Hamblyn House, The Street, Rickingham, Norfolk IP22 1BN (the Seller)
- (2) **ALPHA DEVELOPMENT PARTNERSHIP LIMITED** incorporated and registered in England and Wales with company number 04712592 whose registered office is at Becket House, 36 Old Jewry, Cheapside, London, EC2R 8DD (the Company)

**Background**

- (A) The Seller is the registered holder of 1500 ordinary shares of 1p each in the capital of the Company (Shares)
- (B) It is proposed that the Company shall purchase the Shares from the Seller for cancellation on the terms of this agreement

**Agreed terms**

**1. INTERPRETATION**

The definitions in the background provision of this agreement shall apply to this agreement

**2. SHAREHOLDER APPROVAL**

The sale and purchase of the shares in accordance with clause 3 is conditional on a special resolution of the Company being passed approving the terms of this agreement (Shareholder Approval) If Shareholder Approval is not granted on or before 31<sup>st</sup> December 2013, this agreement shall cease to have effect immediately after that date and time

**3. SALE AND PURCHASE OF SHARES**

- 3 1 The Seller agrees to sell the Shares with full title guarantee for a consideration of £2 71 per Share and the Company agrees to purchase them and to pay such consideration to the Seller
- 3 2 The Seller warrants that there are no liens, charges or other encumbrances over or in respect of the Shares
- 3 3 Completion of the sale and purchase of the Shares shall take place immediately after Shareholder Approval has been granted in accordance with clause 2 at the offices of the Company's Solicitors, when the Seller shall deliver the share certificate(s) or other evidence of title to the Shares to the Company and the Company shall satisfy its obligation to pay the consideration due in respect of the Shares by payment of the sum of £4,065 to the Seller by

way of telegraphic transfer for same day value to such account as may be nominated by the Seller to the Company

**4. FURTHER ASSURANCE**

The Seller agrees that, on being requested in writing by the Company to do so, it shall, at the Company's expense, immediately execute and sign all such deeds and documents and do all such things as may be reasonably necessary in order to give effect to the terms of this agreement

**5. GOVERNING LAW AND JURISDICTION**

This agreement shall be governed by and construed in accordance with English law and the parties to this agreement irrevocably submit to the non-exclusive jurisdiction of the courts of England and Wales in respect of any claim, dispute or difference arising out of or in connection with this agreement

**6. ENTIRE AGREEMENT**

6.1 This agreement constitutes the entire and only legally binding agreement between the parties relating to its subject matter and no variation of this agreement shall be effective unless made in writing and signed by or on behalf of all the parties and expressed to be such a variation

**7. AGREEMENT SURVIVES COMPLETION**

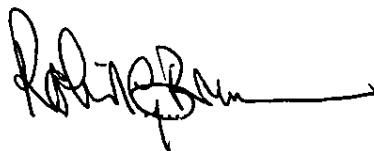
This agreement shall remain in effect despite its completion

**8. COUNTERPARTS**

This agreement may be executed in any number of counterparts, each of which is an original and which together have the same effect as if each party had signed the same document

This agreement has been entered into on the date stated at the beginning of this agreement

Signed by **ROBIN BROWN**



Signed by a director



for and on behalf of **ALPHA  
DEVELOPMENT**

Director