

Company number 04994533

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
UNANIMOUS WRITTEN RESOLUTION OF ALL THE SHAREHOLDERS

of
INNEY INVESTMENTS LIMITED (the "Company")

27 MAY 2014 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions -

- 1 That the Company reduce its issued share capital from £5,059,850 (comprising 200 Ordinary Shares of £1 each and 5,059,650 Class A Preference Shares of £1 each) to £508 (comprising 200 Ordinary Shares of one pence each and 5,059,650 Class A Preference Shares of 0.01 pence each) by the cancellation of
 - a 99.99 pence paid up on each 5,059,650 Class A Preference Shares, and
 - b 99 pence paid up on each of the 200 Ordinary Shares,
 - c The reserve created by the reduction of capital of the Company is to be treated as distributable reserves pursuant to section 654 of the Companies Act 2006 and The Companies (Reduction of Share Capital) Order 2008
- 2 The Articles of Association of the Company be amended by -
 - (i) deleting all the provisions of the company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as part of the Company's articles of association,
 - (ii) deleting all provisions referred to in paragraph 42 of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (No 2860), and
- 3 Following (i) and (ii) above having occurred, notwithstanding the changes to the nominal value of the Class A Preference Shares of the Company as set out in Resolution 1 above, the Preference Shareholders will be entitled to a return of an amount equal to the entire paid up capital originally paid on issue of £1 for each Class A Preference Share in the event of a winding up of the Company or other return of capital in the order of priority set out in Article 13 and Article 13(c) shall be amended accordingly

TUESDAY



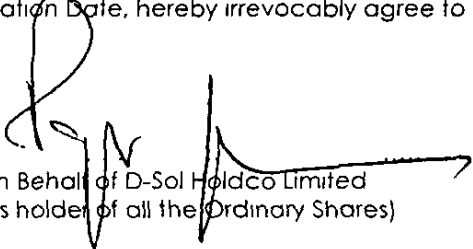
LD3 27/05/2014 #51
COMPANIES HOUSE

AGREEMENT

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

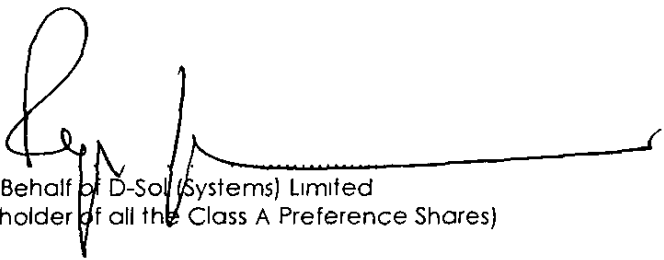
We, the undersigned, being members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

Signed


On Behalf of D-Sol Holdco Limited
(as holder of all the Ordinary Shares)

Date. 27 MAY 2014

Signed


On Behalf of D-Sol (Systems) Limited
(as holder of all the Class A Preference Shares)

Date 27 MAY 2014

NOTES

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

- 1 by hand delivering the signed copy to the Company Secretary at the registered office address,
- 2 or by post returning the signed copy by post to The Company Secretary at the registered office address

The Company cannot accept agreement to the Resolutions which is sent by fax, email or other electronic means

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

Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

Unless, by the 28th day following the circulation date of the Resolutions, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed they will lapse. If the Resolutions are signed after the lapse date, that/those signature(s) will not be accepted and the Resolutions may not be passed as a consequence

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