

Company Number 05037245

Ian J Hunt & Associates Limited

Written Resolution

(in accordance with section 288 of the Companies Act 2006)

of

Ian J Hunt & Associates Limited

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as Special Resolutions (the "Resolutions")

SPECIAL RESOLUTIONS

- 1. That the share capital of the Company be converted from Ordinary £1 shares to 'A' shares of £1 each and 'B' shares of £1 each with a view to each of the classes having rights as defined in the revised articles of association*
 - 2. That the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights over the 'A' shares of £1 and 'B' shares of £1.*
 - 3. That the authority given to the directors pursuant to Section 551 of the Companies Act 2006 shall expire five years after the passing of these resolutions unless previously renewed or varied save that the Directors may notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.*
 - 4. That the following clauses defining the rights of each of the share classes be approved and adopted*
23. *The present share capital of the Company is divided into 'A' shares of £1 each and 'B' shares of £1 each which shall constitute different classes of shares for the purposes of the Act but shall except as in these articles expressly provided hereinafter confer upon the holders thereof the same rights and rank pari passu in all respects.*

Rights as to Profits, Assets and Voting

(a) As regards Income

The 'A' and 'B' shares shall entitle the holders thereof to participate in any distributions made by the Company, either in specie or in cash, at such rate or rates as between 'A' and 'B' shareholders and at such time or times as may be resolved by the directors.



(b) As regards Capital

The 'A' and 'B' shares shall entitle the holders thereof on a winding up or on a reduction of capital involving a return of capital to rank pari passu as regards priority in respect of capital.

(c) As regards Voting

The 'A' and 'B' shares shall entitle the holders thereof to receive notice of or to attend and/or vote at any general meeting of the Company.

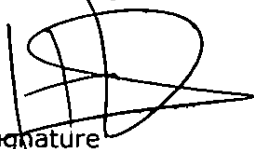
5. That the regulations set forth in the attached printed document be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

Agreement

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

We, the undersigned, representing the membership of the Company hereby irrevocably agree to the Resolutions

Date of Signatures: 14th February 2017


Signature

Signature:

Name: **Ian Hunt**

Name:

NOTES

If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Ian J Hunt & Associates Limited, 8a Wingbury Courtyard Business Village, Wingrave, Bucks. HP22 4LW. You may not return the Resolutions to the Company by any other method. 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

**Minutes of a meeting of the Board of Directors of Ian J Hunt & Associates Limited
held at Stonor House, 57 Lower Road, Chinnor, Oxfordshire. OX39 4DU on 14th
February 2017**

Present: Ian Hunt - Director

1. It was resolved that Ian Hunt would be elected as Chairman of the Company
2. The Chairman reported that sufficient notice of the meeting had been duly given and that a quorum was present. The Chairman declared that the meeting was open.
3. With a view to converting the existing share capital of the Company and adopting revised Articles of Association it was resolved to circulate the attached (and below-mentioned) special resolutions to the Company's eligible members in accordance with sections 288 and 291 of the Companies Act 2006

SPECIAL RESOLUTIONS

1. That the share capital of the Company be converted from Ordinary £1 shares to 'A' shares of £1 each and 'B' shares of £1 each with a view to each of the classes having rights as defined in the revised articles of association

2. That the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights over the 'A' shares of £1 and 'B' shares of £1.

3. That the authority given to the directors pursuant to Section 551 of the Companies Act 2006 shall expire five years after the passing of these resolutions unless previously renewed or varied save that the Directors may notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

4. That the following clauses defining the rights of each of the share classes be approved and adopted

23. The present share capital of the Company is divided into 'A' shares of £1 each and 'B' shares of £1 each which shall constitute different classes of shares for the purposes of the Act but shall except as in these articles expressly provided hereinafter confer upon the holders thereof the same rights and rank pari passu in all respects.

Rights as to Profits, Assets and Voting

(a) As regards Income

The 'A' and 'B' shares shall entitle the holders thereof to participate in any distributions made by the Company, either in specie or in cash, at such rate or

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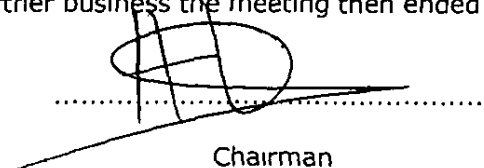
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(c) As regards Voting

The 'A' and 'B' shares shall entitle the holders thereof to receive notice of or to attend and/or vote at any general meeting of the Company.

5. That the regulations set forth in the attached printed document be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

4. The meeting was then adjourned so that the Written Resolution could be sent to and passed by every eligible member of the Company.
5. Upon resumption it was noted that the written resolutions had been passed by all eligible members of the Company and it was resolved that the signed originals be retained with the general meeting minute book and that a certified copy be filed at the Companies Registry
6. It was resolved that the ordinary shares held by Ian Hunt be re-designated as 'A' shares, and that the ordinary shares held by Karen Hunt be re-designated as 'B' shares.
7. It was resolved to cancel the existing share certificates held by Ian Hunt and Karen Hunt and to issue certificates for the 'A' and 'B' shares in their stead, it was further resolved that the register of members be updated with the details of this transaction.
8. It was agreed to file the following documents relating to this transaction at the Companies Registry:
 - (a) Record of written resolutions
 - (b) Revised articles of association of the Company
 - (c) Form SH10 - Notice of Particulars of Variation of Rights attached to Shares
9. There being no further business the meeting then ended


Chairman

Dated this 14th February 2017