

Number 5215725

## ST HELEN'S PRIVATE EQUITY LIMITED

### RESOLUTION

Pursuant to the Companies Act 2006 Section 30

Passed 29 July 2014

At a meeting of the members of St Helen's Private Equity Limited, duly convened and held at 46 New Broad Street, London EC2M 1JH on 29 July 2014 the following Resolution was duly passed

- 1 The Company capitalise £78,849 68, being part of the sum standing to the credit of the Company's share premium account, and appropriate this sum to the holders of the issued Ordinary Shares in the capital of the Company in the proportion of 3 5p for every Ordinary Share held by them on 22 July 2014 on the following conditions
  - 1 1 the sum appropriated shall not be paid in cash but shall be applied in paying up in full 2,252,848 redeemable shares of 3 5p each (the "Redeemable Shares") which will then be allotted and issued, credited as fully paid up at par, to those members in the proportion of one Redeemable Share for every Ordinary Share held on such date, and
  - 1 2 the rights attaching to the Redeemable Shares shall be that they may be redeemed at any time at the option of the Company, they shall rank for both dividend and on a winding up *pari passu* with the Ordinary Shares and will not carry the right to vote at any general meeting of shareholders of the Company



Secretary

THURSDAY



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COMPANIES HOUSE