

WRITTEN RESOLUTION

OF

HATTON GOLDSMITHS LTD. ("the Company")

Company Number – 5552609

Dated this [29] day of [01] 2014



We, the undersigned, being all the members of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held -

THAT:-

That the Company hereby approve a share for share exchange and that 1000 issued shares, held by WILLIAM NOLAN (500 shares) and ANTHONY NOLAN (500 shares), in the issued share capital of the Company be transferred to SOVCO LIMITED in exchange for the allotment of 1000 new shares in SOVCO LIMITED to rank pari passu with their existing shareholdings Any Pre-emption rights existing in the Articles of Association shall be disapplied for this transaction

The shareholders shall be required to transfer their shareholding by the execution of a stock transfer form in favour of SOVCO LIMITED and in return, shares in SOVCO LIMITED shall be allotted as follows -

1 WILLIAM NOLAN RECEIVES 500 NEW ALLOTTED SHARES IN SOVCO LIMITED IN EXCHANGE FOR HIS 500 SHARES BEING TRANSFERRED TO SOVCO LIMITED

2 ANTHONY NOLAN RECEIVES 500 NEW ALLOTTED SHARES IN SOVCO LIMITED IN EXCHANGE FOR HIS 500 SHARES BEING TRANSFERRED TO SOVCO LIMITED

Signature  Name WILLIAM NOLAN

Signature  Name ANTHONY NOLAN

**FIRST CORPORATE
16 CHURCHILL WAY
CARDIFF
CF10 2DX**

**TEL: 029 2022 9080
FAX: 029 2022 8571**

NOTES TO THE MEMBERS

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above, and return the signed version either by hand to the Company Secretary

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply or sign

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

3 Unless, by [] 2013, 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