

Company number 06055271
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
SHEPHERD DIRECT LIMITED (Company)

Circulation Date: 4 January ~~2016~~ 2017 BS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolution 1 is passed as a special resolution (Special Resolution); and
- resolution 2 is passed as an ordinary resolution (Ordinary Resolution);

together the Resolutions.

SPECIAL RESOLUTION

- 1 THAT, subject to the passing of resolution 2 and in accordance with section 570 of the Companies Act 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) (or any other pre-emption rights in favour of the shareholders of the Company under any other document) pursuant to the authority conferred by resolution 2, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment

ORDINARY RESOLUTION

2. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company (Directors) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for shares in the Company (Rights) up to an aggregate nominal amount of £52,872 (comprising 52,872 ordinary shares of £1 00 each in the capital of the Company) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date on which the resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and Special Resolution.

The undersigned, being the persons entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolution and Special Resolution





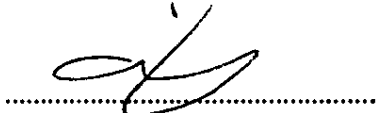
On behalf of J&E Nominees
Limited

09/01/17
Date



Paul Gratton

~~15/12/16~~ 09/01/17
Date



Christopher Hickling

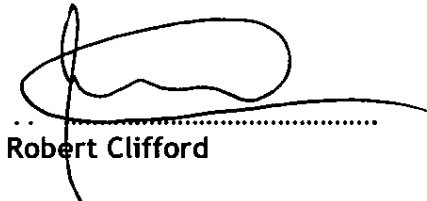
09/01/17
Date

Elizabeth Gratton

09/01/17
Date


Julia Hickling

Date



Robert Clifford

09/01/17
Date



Simon Jackson

09/01/17
Date

On behalf of Alchemy Limited

Date

Jonathan Bloomer

Date



Nigel Tamplin

09/01/17
Date



On behalf of Business Growth

09/01/17
Date

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On behalf of J&E Nominees
Limited

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Date

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Paul Gratton

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Date

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Christopher Hickling

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Date

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Elizabeth Gratton

09/01/17
Date

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Julia Hickling

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Date

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Robert Clifford

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Date

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Simon Jackson

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Date

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On behalf of Alchemy Limited

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Date

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Jonathan Bloomer

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Nigel Tamplin

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Date

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On behalf of Business Growth

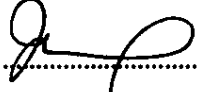
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Date

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On behalf of J&E Nominees Date
Limited

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Paul Gratton Date

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Christopher Hickling Date

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Elizabeth Gratton Date

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Julia Hickling Date

~~20/12/16~~ 09/01/17
BJ

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Robert Clifford Date

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Simon Jackson Date

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On behalf of Alchemy Limited Date

Company number 06055271
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
SHEPHERD DIRECT LIMITED (Company)

Circulation Date. 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolution 1 is passed as a special resolution (**Special Resolution**); and
- resolution 2 is passed as an ordinary resolution (**Ordinary Resolution**);

together the Resolutions.

SPECIAL RESOLUTION

- 1 THAT, subject to the passing of resolution 2 and in accordance with section 570 of the Companies Act 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) (or any other pre-emption rights in favour of the shareholders of the Company under any other document) pursuant to the authority conferred by resolution 2, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment.

ORDINARY RESOLUTION

- 2 THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for shares in the Company (**Rights**) up to an aggregate nominal amount of £52,872 (comprising 52,872 ordinary shares of £1.00 each in the capital of the Company) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date on which the resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and Special Resolution.

The undersigned, being the persons entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolution and Special Resolution:

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On behalf of J&E Nominees
Limited

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Date

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Paul Gratton

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Date

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Christopher Hickling

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Date

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Elizabeth Gratton

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Date

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Julia Hickling

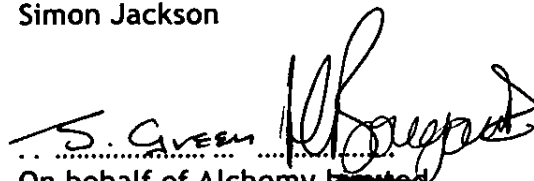
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Date

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Robert Clifford

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Date

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Simon Jackson

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Date


S. Green
On behalf of Alchemy Limited
CONSULTANTS LIMITED

4 January 2017
Date

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Jonathan Bloomer

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Date

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Nigel Tamplin

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Date

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On behalf of Business Growth

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Date

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**On behalf of J&E Nominees
Limited**

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Date

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Paul Gratton

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Date

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Christopher Hickling

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Date

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Elizabeth Gratton

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Date

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Julia Hickling

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Date

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Robert Clifford

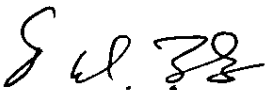
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Date

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Simon Jackson

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Date

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On behalf of Alchemy Limited

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Date


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Jonathan Bloomer


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Date

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Nigel Tamplin

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Date

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On behalf of Business Growth

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Date

NOTES

- 1 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. 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.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless the Resolutions are passed before the end of the period 28 days beginning with the circulation date, they will lapse.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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