

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

COSTA CARD ELMI LIMITED

Company Number: 06137979

(the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the undersigned, being the sole member of the Company for the time being entitled to receive notice of, attend and vote at general meetings of the Company, does hereby declare that the following resolution (the "Resolution") shall have effect as if passed at a general meeting of the Company duly convened and held. The Resolution shall be passed as a special resolution.

SPECIAL RESOLUTION

Having carefully considered the Solvency Statement (attached at Annex I to this Resolution) we, being the sole eligible member of the Company, resolve that the share capital of the Company be reduced from £1,000,000 to £1 by cancelling and extinguishing 999,999 issued ordinary shares of £1 each and the amount by which the share capital is so reduced be credited to a reserve.

This Resolution shall have immediate effect.

We, being the sole eligible member of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution be passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution.

Signed by 
For and on behalf of **Costa Limited**

Date 12 February 2015

TUESDAY



A05

24/02/2015

#43

COMPANIES HOUSE

Annex I
Solvency Statement