

Step 5f

REALLY USEFUL GROUP HOLDINGS LIMITED (the "Company")

Company No. 06348609

PRIVATE COMPANY LIMITED BY SHARES

NOTIFICATION OF WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE DIRECTORS AND HAVING EFFECT AS SPECIAL RESOLUTIONS OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006

DATE PASSED: *23 February* 2015

I, the undersigned, being a director of the Company, hereby certify that the following written resolutions were circulated to all eligible members of the Company and that the written resolutions were received, duly signed by the relevant majority of members and were duly passed on the date stated above

SPECIAL RESOLUTIONS:

RESOLUTION 1

THAT the capital of the Company of £443,550 (comprising 443,550 ordinary shares of £1 each fully paid) be reduced to £1 by cancelling and extinguishing 443,549 ordinary shares of £1 each registered in the Company's register of members in the name of Really Useful Group Investments Limited

RESOLUTION 2

THAT the requisite entries be made in the Company's statutory records and accounts upon the registration of the capital reduction sanctioned pursuant to Resolution 1 and the sum of £443,549 (being the nominal issued share capital cancelled by Resolution 1) be credited to the profit and loss account of the Company

RESOLUTION 3

- (i) **THAT** the whole of the authorised but unissued share capital of the Company comprising 56,450 ordinary shares of £1 each be cancelled to leave the Company with 1 ordinary share of £1 in issue (following the registration of the capital reduction sanctioned pursuant to Resolution 1), and




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- (ii) **THAT** for such time as the share capital of the Company shall continue to comprise shares of only a single class and for so long as the Company remains a private company, the power of the Company to issue shares and the authority of the directors to allot such shares shall not be restricted to any maximum number or nominal amount and shall not be limited in duration and any provision, resolution or authority in force as at the date of this resolution whether under the articles of association or otherwise that purports to restrict the number of shares that the Company or directors shall have the power to issue or allot or the duration of such power shall cease to have effect upon the passing of this resolution

RESOLUTION 4

THAT the Company's articles of association, including those provisions of the Company's memorandum of association which from 1 October 2009 are, by virtue of Section 28 of the Companies Act 2006, treated as part of the articles of association be deleted in their entirety and in their place the model articles prescribed for a private limited company under Schedule 1 of Companies (Model Articles) Regulations 2008 (SI 2008/3229) be and are hereby adopted in their full and un-amended form as the new articles of association of the Company in accordance with section 26 of the Companies Act 2006

Signed 
Director

Date 23/02/2015