

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

AUBURN ENTERTAINMENT 3 PLC

(the Company)

Passed: 2 July 2012

At a general meeting of the Company, duly convened and held at 15 Golden Square, London W1F 9JG on 2 July 2012 at 12 30pm the following resolution was passed as a special resolution

SPECIAL RESOLUTION

REDUCTION OF SHARE CAPITAL

THAT, subject to the re-registration of the Company as a private limited company, the share capital of the Company be reduced to 1,000 A ordinary shares of £1 (being the 1,000 A ordinary shares of £1 registered in the name of Patrick McKenna) and 1 B ordinary share of £1 (being the 1 B ordinary share registered in the name of Ingenious Holdings Limited) by the cancellation of 1,050 B ordinary shares of £1 each (the **Capital Reduction**) **AND THAT**, following the registration of the Capital Reduction, the sum of £492,240 be paid to the B ordinary shareholders (at the rate of £468 80 per B ordinary share) subject to the Capital Reduction



Sarah Cruickshank
Company Secretary

WEDNESDAY



L1CG0V56

LD1

04/07/2012

#38

COMPANIES HOUSE