

Company Number: 06942320

THURSDAY



**PRIVATE COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
of
CASTLEFIELD CAPITAL LIMITED
(Company)**

Passed on: 31st May 2014

At a general meeting of the Company duly convened and held at the National Self-Build & Renovation Centre, Lydiard Fields, Great Western Way, Swindon, SN5 8UB on 31st May 2014 at 10:00am, the following resolutions were duly passed as an ordinary and a special resolution.

ORDINARY RESOLUTION

- 1 **THAT**, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company up to 506,764 A ordinary shares of £0.01 each provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date hereof save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of the resolution 1 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:
 - 2.1 be limited to the allotment of equity securities up to 506,764 A ordinary shares of £0.01 each; and
 - 2.2 expire on the date falling five years from the date hereof (unless renewed, varied or revoked by the Company prior to or on that date)

save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

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Chairman of the meeting