

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

**CAYENNE RECRUITMENT LTD
(CRN: 07192320)**

19 August 2013 (**Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose that the following resolutions are passed as special resolutions of the Company (**Resolutions**).

SPECIAL RESOLUTIONS

1. "THAT the Company's authorised share capital be increased from £1,000 divided into 1,000 Ordinary Shares of £1 each, to £1,250 shares divided into £1,000 Ordinary Shares of £1 each and 250 redeemable cumulative preference shares of £1 00 each"

2. THAT the Articles of Association of the Company be amended as follows:-

2.1 by the insertion of new Article 30 (and the renumbering of the remaining Articles accordingly) as set out in Appendix "A";

2 2 by the insertion of new Article 25(6) & (7) as set out in Appendix "B"

3. That in accordance with Section 551 of the Act, the directors be authorised to allot Preference Shares of £1 each in the Company at any time prior to 31 August 2018 and the directors be empowered and authorised to allot such shares as if Section 561(1) of the Act and Articles of Association did not apply

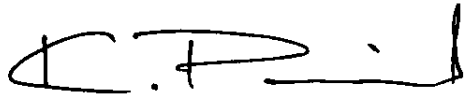


AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

Each of the undersigned, being the only persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

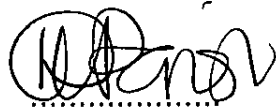
Signed by Kenneth Parish


.....

Date

5 August 2013

Signed by Deborah Parish


.....

Date

5 August 2013

“A”

SHARE CAPITAL

The new authorised share capital of the Company comprises of 1,000 Ordinary Shares of £1 each (**Ordinary Shares**) and 250 Preference Shares of £1 each (**Preference Shares**)

Except as provided in these Articles, the Preference Shares and the Ordinary Shares shall rank par passu in all respects.

DIVIDENDS

The Company shall, without resolution of the Board or the Company in general meeting and before application of any profits available for distribution to any reserve or for any other purpose, pay the holders of the Preference Shares a fixed cumulative preferential dividend (**Preferred Dividend**) at an annual rate of 5% of the nominal amount of each Preference Share to be paid on 31 August in each year to the person registered as its holder on the relevant date.

Once all the Preferred Dividends have been paid, any profits available for distribution remaining that the Company determines to distribute shall be distributed among the holders of the Ordinary Shares

If the Company is unable to pay the Preferred Dividend in full on the due date because there are insufficient profits available for distribution, it shall pay the Preferred Dividend on that date to the extent that it is lawfully able to do so

Unless the Company has insufficient profits available for distribution, the Preferred Dividend shall be paid immediately on the due date. Such payment shall be made notwithstanding Regulations 102 to Regulation 108 inclusive of Table A or any other provision of these Articles and in particular notwithstanding that there has not been a recommendation of the directors or resolution of the Company in general meeting. If the Preferred Dividend is not paid on the due date, it shall immediately become a debt due by the Company and shall be payable in priority to any other dividend.

If the Company is in arrears in paying the Preferred Dividend, the first profits available for distribution arising shall be applied in or towards paying off any arrears of Preferred Dividend.

SALE/RETURN OF CAPITAL

Subject to the Article below, on a return of assets on liquidation, capital reduction or otherwise, the assets of the Company remaining after the payment of its

liabilities shall (to the extent that the Company is lawfully able to do so) be applied in the following order of priority:

- (a) firstly, in paying to the holders of the Preference Shares £1 per Preference Share, together with a sum equal to any arrears and accruals of the Preferred Dividend calculated down to the date of the return of capital and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Preference Shares in full, the proceeds shall be distributed to the holders of the Preference Shares in proportion to the amounts due to each such share held;
- (b) secondly, in paying the holders of the Ordinary Shares and Preference Shares pro rata as if they constituted one and the same class.

VOTING

Subject to the Article below, the Ordinary Shares and Preference Shares shall confer on each holder of such shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each Ordinary Share and Preference Shares shall carry one vote per share.

LIMIT ON RIGHTS OF PREFERENCE SHARES

On any return of assets on liquidation, a capital reduction or otherwise or on any sale of all the issued shares in the Company, the holders of the Preference Shares shall, irrespective of the number of Preference Shares held by them, be entitled to a maximum of 20% of the total amount of the assets or sale proceeds

The holders of the Preference Shares shall, irrespective of the number of Preference Shares held by them, be entitled to a maximum of 20% of the total votes of the holders of all the Ordinary Shares and Preference Shares

“B”

In the event that the share capital of the Company comprises different classes of shares the Transfer Shares shall be first offered to the holders of the same class of shares as the Transfer Shares and, if the holders of that class of shares do not accept such offer for all the Transfer Shares, the remaining Transfer Shares shall be offered to the holders of the other class of shares in the Company and the provisions of this Article shall mutatis mutandis apply to such offers;

The provisions of this Article may be waived by a Special Resolution of the shareholders;