

Company number 7321831

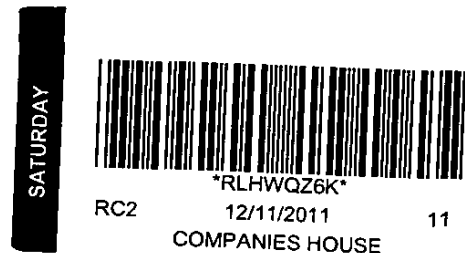
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

GAG314 Limited (Company)

(Circulated *7 November* 2011)



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**2006 Act**), the director of the Company proposes that the resolutions below are passed as written resolutions (the **Resolutions**).

#### **SPECIAL RESOLUTIONS**

- 1 That, the 1 ordinary share of £1.00 in issue in the capital of the Company be re-designated as 1 "A" ordinary share of £1 00
- 2 That the name of the Company be changed from 'GAG314 Limited' to 'DHJ Holdings Limited'
- 3 That, the Company adopts the new articles of association attached hereto
- 4 That, in accordance with section 570 of the 2006 Act, the Director be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 5, as if section 561(1) of the 2006 Act did not apply to any such allotment.

#### **ORDINARY RESOLUTION**

5. That, in accordance with section 551 of the 2006 Act, the Director be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £60,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary 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 Director 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 Director in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.

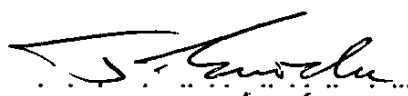
## AGREEMENT

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

The undersigned, being the sole person entitled to vote on the above resolution, hereby irrevocably agrees to the Resolutions

Signed by John Sinclair

Date

  
..... 14/1/2011

## NOTES

1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand or by Post** delivering the signed copy to Simon Ratcliffe of 80 Guildhall Street, Bury St Edmunds, Suffolk, IP33 1QB.
- **Fax** faxing the signed copy to 01284 717499 marked "For the attention of Simon Ratcliffe"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [simonratcliffe@greene-greene.com](mailto:simonratcliffe@greene-greene.com)

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3. Unless, within 28 days of the circulation of these Resolutions, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to these Resolutions, please ensure that indicate your agreement and notify us as soon as possible

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.