

Company Number -08311942

ORDINARY AND SPECIAL RESOLUTIONS

of

CHALKSTREAM INVESTMENT COMPANY PLC

(the "Company")

THURSDAY



A28 *A36Y3FWW* 01/05/2014 #267
COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held at 4th Floor, 110
Wigmore Street, London, W1U 3RW on Tuesday 22 April 2014 at 10am the following
Resolutions were duly passed

(Resolutions numbered 1 to 6 as ordinary resolutions and Resolution numbered 7 as a special resolution)

ORDINARY RESOLUTIONS

- 1 **THAT** the Audited Accounts for the 12 months ended 30 November 2013, together with the Directors' Report and Auditors' Report thereon, be received and adopted
- 2 **THAT** Dominic Buch be re-elected as a Director of the Company, retiring by rotation in accordance with the Company's Articles of Association
- 3 **THAT** Peter Begg be re-elected as a Director of the Company, retiring by rotation in accordance with the Company's Articles of Association
- 4 **THAT** Jeffreys Henry LLP be and are hereby re-appointed as the Auditors of the Company to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company, and to authorise the Directors of the Company to determine the Auditors' remuneration
- 5 **THAT** the Directors of the Company be and are hereby authorised to further pursue the Company's investment strategy until the conclusion of the Company's next annual general meeting
- 6 **THAT** the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise any and all powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal value of £268,065 to such persons and at such times and on such terms as they think proper such authority to be in substitution for any equivalent authority which may have been granted to the Directors prior to the passing of this Resolution 6 **PROVIDED THAT** unless previously renewed, revoked, varied or extended this authority hereby given shall expire on the date falling 15 months from the date of the passing of this resolution or if earlier on the conclusion of the next annual general meeting of the Company, save that the Company may at any time before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such an offer or agreement as if this authority had not expired

SPECIAL RESOLUTION

- 7 **THAT**, subject to the passing of Resolution 6, the Directors of the Company be and are hereby authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred on the Directors under section 551 of the Act pursuant to Resolution 6 above for the

duration of such authority, as if the provisions of section 561 of the Act did not apply to such allotment, with such authority to be in substitution for any equivalent authority which may have been granted to the Directors prior to the passing of this Resolution 7, **PROVIDED THAT** this power shall be limited to the allotment of equity securities

- i) in connection with a rights issue, open offer or any other pre-emptive offer in favour of holders of equity securities (as required by the rights of such securities) in proportion (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with treasury shares, fractional entitlements, record dates or legal or practical difficulties under the laws of any territory or the requirements of any recognised regulatory body or stock exchange in any territory or otherwise, and
- ii) (other than pursuant to sub paragraph (i) above) up to an aggregate nominal value equal to £40,250,

save that the Company may, prior to the expiry of such power, make any offer or agreement which requires or might require such equity securities to be allotted after the expiry of such period



Chairman