

**WRITTEN RESOLUTION**

OF

**ALLSPARS (HOLDINGS) LIMITED ("the Company")**

Company Number – 8445644

WEDNESDAY



A25 \*A2CS05V7\* 17/07/2013 #15  
COMPANIES HOUSE

Dated this [ 6<sup>th</sup> ] day of [ April ] 2013

We, the undersigned, being all the members of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held -

**THAT:-**

That the Company hereby approve a share for share exchange and that 199 new shares be allotted to ANDREW POSTLE (150 A Ordinary Shares and 1 Subscriber share), LISA POSTLE (34 B Ordinary Shares) and DAVID BARDEN (15 C Ordinary Shares) in exchange for the 200 issued shares held by them in ALLSPARS LIMITED. The shares issued shall rank pari passu with their existing shareholdings. Any Pre-emption rights existing in the Articles of Association shall be disapplied for this transaction.

The shareholders shall be required to transfer their shareholding by the execution of a stock transfer form in favour of ALLSPARS (HOLDINGS) LIMITED and in return, shares in ALLSPARS (HOLDINGS) LIMITED shall be allotted as follows -

- 1 ANDREW POSTLE RECEIVES 150 NEW ALLOTTED A ORDINARY SHARES AND 1 A SUBSCRIBER SHARE IN ALLSPARS (HOLDINGS) LIMITED IN EXCHANGE FOR HIS 151 A SHARES BEING TRANSFERRED TO ALLSPARS (HOLDINGS) LIMITED
- 2 LISA POSTLE RECEIVES 34 NEW ALLOTTED B ORDINARY SHARES IN ALLSPARS (HOLDINGS) LIMITED IN EXCHANGE FOR HER 34 B SHARES BEING TRANSFERRED TO ALLSPARS (HOLDINGS) LIMITED
- 3 DAVID BARDEN RECEIVES 15 NEW ALLOTTED C ORDINARY SHARES IN ALLSPARS (HOLDINGS) LIMITED IN EXCHANGE FOR HIS 15 C SHARES BEING TRANSFERRED TO ALLSPARS (HOLDINGS) LIMITED

Signature

Name

ANDREW POSTLE

FIRST CORPORATE  
16 CHURCHILL WAY  
CARDIFF  
CF10 2DX

TEL: 029 2022 9080  
FAX: 029 2022 8571

## NOTES TO THE MEMBERS

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above, and return the signed version either by hand to the Company Secretary

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply or sign

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

3 Unless, by ~~1~~<sup>28 days hence</sup> 2013, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date