

Company number: 8673493

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of

BCOMP 482 LIMITED

(the "Company")

CIRCULATION DATE: 7 January 2014

LAPSE DATE: 3 February 2014

WEDNESDAY



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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company hereby proposes that Resolution 1 is passed as an Ordinary Resolution and Resolutions 2 to 6 are passed as Special Resolutions

Ordinary Resolution

- 1 **THAT**, in accordance with section 551 of the Companies Act 2006, the directors of the Company ("Directors") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £100 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 6 January 2019 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 80 of the Companies Act 1985 or section 551 of the Companies Act 2006

Special Resolutions

- 2 **THAT** the name of the Company be changed to Anatwine Limited
- 3 **THAT**, subject to the passing of the resolution 1 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall
 - 3 1 Be limited to the allotment of equity securities up to an aggregate nominal amount of £100, and
 - 3 2 Expire on 6 January 2019 (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



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- 4 **THAT** the articles of association of the Company be amended by replacing the existing Articles 11(2), 14(1) and 21(1) as follows

11(2) *"The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two, unless there is at any time only one director, whereupon the quorum shall be one "*

14(1) *"If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes unless that director is the sole director of the company for the time being "*

21(1) *"No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue, subject to Article 21(3) "*

- 5 **THAT** the articles of association of the Company be further amended by the adoption of new articles 21(3), 22(3), 22(4) and 22(5) as follows

21(3) *"Notwithstanding Article 21(1) above, where a person subscribes for partly-paid "B" Ordinary Shares the company may at any time demand payment of the remainder, and such person shall pay such amount within 7 days of the company's written request "*

22(3) *"The company may issue the following shares*

'A' Ordinary Shares of £1 00 each

'B' Ordinary Shares of £1 00 each

('Ordinary Shares')"

22(4) *"Except as provided by these articles the shares shall rank par passu in all respects but shall constitute different classes of shares "*

22(5) *"In the event of the company being wound up, liquidated or put into administration the repayment of any amounts paid by a subscriber in respect of 'B' Ordinary Shares shall take priority over the repayment of any amounts paid by a subscriber in respect of 'A' Ordinary Shares "*

- 6 **THAT** subject to the passing of Special Resolution 5, the directors make the following reclassifications to the issued share capital of the Company

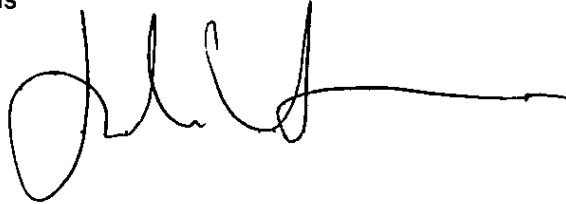
The 1 issued ordinary shares of £1 00 each held by Julian Marc Dunkerton to be reclassified as 1 "B" ordinary share

This agreement must be returned to the Company as per the notes at the end of this document by the Lapse Date stated above

I, the undersigned, being a person entitled to vote on these Ordinary and Special Resolutions on the Circulation Date stated above hereby irrevocably agree to the Ordinary and Special Resolutions

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

Julian Marc Dunkerton

A handwritten signature in black ink, consisting of a large, stylized 'J' followed by several loops and a long horizontal stroke extending to the right.

Date 7 JANUARY 2014

NOTES

1 If you agree with the Ordinary and Special 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

Hand delivering the signed copy to the registered office of the Company, or

Post returning the signed copy by post to the registered office of the Company, or

Email sending it as a pdf attachment to chris@anawine.com, marked in the subject box "Private & Confidential Written Resolution"

If you do not agree to the Ordinary and Special 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 Ordinary and Special Resolutions, you may not revoke your agreement

3 Unless, by the Lapse Date sufficient agreement has been received for the Ordinary and Special Resolutions to pass, it will lapse If you agree to the Ordinary and Special Resolutions, please ensure that your agreement reaches us before or during this date

4 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

