

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BEL AIR ESTATES LTD

Circulation Date: 22/12 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 is passed as an ordinary resolution (**Ordinary Resolution**) and resolutions 2 and 3 are passed as special resolutions (**Special Resolutions**) (together the **Resolutions**)

I, the undersigned members of the above named Company being all the members who at the date hereof are entitled to attend and vote at a General Meeting of the Company, hereby resolve as follows

ORDINARY RESOLUTION

- 1 THAT 1 ordinary issued share of the Company be reclassified from an ordinary share of £1 into 1 A ordinary share of £1 in the capital of the Company and the other 1 ordinary issued share of the Company be reclassified from an ordinary share of £1 into 1 B ordinary share of £1 in the capital of the Company

SPECIAL RESOLUTIONS

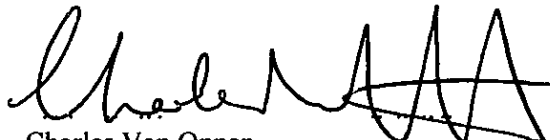
2. THAT the regulations attached to this resolution be adopted as the new Articles of Association of the Company in substitution for the exclusion of all the existing Articles of Association

AGREEMENT

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

The undersigned person entitled to vote on the Resolutions on, hereby irrevocably agree to the Resolutions

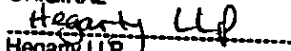
Signed by


Charles Van Oppen

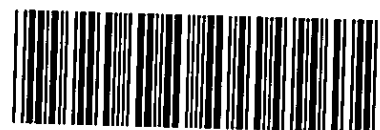
Date

22/12/15

WE HEREBY CERTIFY THIS TO
BE A TRUE COPY OF THE
ORIGINAL


Hegarty LLP

WEDNESDAY



A10 10/02/2016 #201
COMPANIES HOUSE

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of the Resolutions
- 2 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

By hand or Post. delivering or returning the signed copy to the Company's registered office
- 3 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
4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 5 Unless, by the date that is 28 days from the Circulation Date, 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.
- 6 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
- 7 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