

Company number 9038156
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BLAIRGAR LIMITED (Company)

Circulation Date: 7th November, 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company propose that the following resolutions are passed as special or ordinary resolutions (as the case may be) (**Resolutions**).

ORDINARY RESOLUTION

1. SUB-DIVISION OF SHARES

THAT, the 160 Ordinary A shares and 48 Ordinary B shares of £0.50 each in the issued share capital of the Company be sub-divided into Ordinary A shares and Ordinary B shares of £0.01 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing Ordinary A shares and Ordinary B shares of £0.50 each in the capital of the Company as set out in the Company's articles of association for the time being.

2. AUTHORITY TO ALLOT

THAT, subject to the passing of resolution 1, in accordance with section 551 of the CA 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 £330.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date this resolution is passed 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 551 of the CA 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

3. DISAPPLICATION OF PRE-EMPTION RIGHTS



THAT, subject to the passing of resolutions 1 and 2 as set out above, and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- a. be limited to the allotment of equity securities up to an aggregate nominal amount of £330.00; and
 - b. expire on the fifth anniversary of the date this resolution is passed (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 and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
4. THAT the articles of association of the Company be amended by deleting article 18.1 and replacing it with the following article 18.1:

*18.1 Other than pursuant to Articles 15, 16 or 17, no sale or transfer for value of the legal or beneficial interest in a majority of the Shares (whether in one or a series of related transactions) shall be made to any persons (**Proposed Transferees**) by any members (**Proposed Transferors**) or validly registered unless before such transfer is lodged for registration the Proposed Transferors shall have procured that an unconditional offer complying with the provisions of Article 18.2 (**Tag Offer**) has been made by the Proposed Transferees to the Company as agent for and on behalf of the holders of the other Shares to acquire the same proportion of their holdings of Shares as is proposed to be transferred by the Proposed Transferor PROVIDED THAT where the Proposed Transferors shall transfer the legal or beneficial interest in 75% or more of the Shares (whether in one or a series of related transactions), the Proposed Transferors shall have procured that such unconditional offer referred to in this article 18.1 has been made by the Proposed Transferees to the holders of the other Shares to acquire all of their holdings of Shares.*

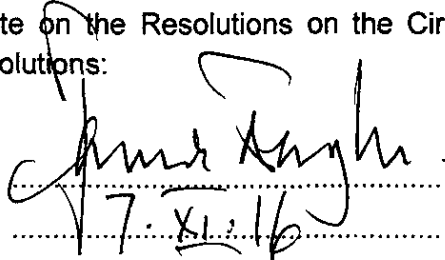
AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by **JAMES NAYLOR**

Date


7.12.16

Signed by **ARCHIBALD
EDMONSTONE**

Date

Signed by **LADY RONA DELVES-
BROUGHTON**

Date

Signed by **LOUISE CRAMMOND**

Date

Signed by **RIVINIA CRAMMOND**

Date

Signed by **IAN THE CRAMMOND**

Date

Signed by **SIMON JESSEL**

Date

Signed by **RUPERT EVERETT**

Date

Signed by **CHARLES COYNE**

Date

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Signed by **RIVINIA CRAMMOND**

Date

Signed by **IAN THE CRAMMOND**

Date

Signed by **SIMON JESSEL**

Date

Signed by **RUPERT EVERETT**

Date

Signed by **CHARLES COYNE**

Date

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Helen Garner, Cripps LLP, Wallside House, 12 Mount Ephraim Road, Tunbridge Wells, Kent TN1 1EG, or by e-mail to helen.garner@cripps.co.uk.

You may not return the Resolutions to the Company by any other method.

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, by 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.