

Company number 09306556

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

HILL & FRIENDS LIMITED
(Company)

Circulation Date **9.3 2015**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution outlined below be passed as a special resolution (**Resolution**)

1. Disapplication of pre-emption rights

1 1 THAT in accordance with section 569 of the Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the Companies Act 2006) as if section 561 of the Companies 2006 did not apply to any such allotment provided that the authority granted by this resolution shall cease to have effect where **10-**

(a) the power is revoked,

(b) the Company ceases to be a private company limited by shares, or

(c) there is more than one class of shares in the Company

AGREEMENT

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

The undersigned, being persons entitled to vote on the above resolution on the above circulation date, hereby irrevocably agree to the Resolution

G. Fendley

Georgia Fendley

Date **09/03/2015**



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13/03/2015

#268

COMPANIES HOUSE

NOTES

1 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 methods

- **By Hand** delivering the signed copy to the registered office of the Company
- **Post** returning the signed copy by post to the address above

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

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

3 If sufficient agreement has not been received for the Resolution to be passed within 28 days of the circulation date, it will lapse If you agree to the Resolution, please ensure that your agreement reaches the Company before the expiry of this period

4 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

5 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