

Company number: SC066568

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of PARK'S OF HAMILTON (HOLDINGS) LIMITED ("Company")

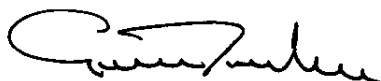
On 2 September 2016 the following resolutions were duly passed as ordinary resolutions of the Company in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 by the relevant majority of the eligible members of the Company who, at the date of circulation of the resolutions were entitled to vote on the resolutions: -

ORDINARY RESOLUTIONS

1. THAT, in accordance with section 551 of the Companies Act 2006 ("2006 Act"), the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £3,750,003 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 July 2021 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 2006 Act but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

2. THAT the sum of £3,750,003, being the whole of the share premium account, be and is hereby capitalised and appropriated as capital to the holders of Ordinary shares of £1.00 each in the capital of the Company as appearing in the register of members as at the close of business on 1st September 2016 and that the directors be and are hereby authorised to apply such sum in paying up in full 3,750,003 Ordinary shares of £1.00 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to the holders of Ordinary shares of £1.00 each at a rate in proportion to their existing shareholdings in the Company, or as near as may be and that any fractions of shares arising in the course of such distribution of shares shall be disregarded and that the whole shares representing such fractions shall be disposed of in such manner as the directors think fit.



Director

2/9/2016

Date

THURSDAY



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COMPANIES HOUSE