

Company number SC177594

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

Of

CHIMES INTERNATIONAL ENTERTAINMENTS LIMITED (Company)

Circulation Date: 06 April 2016

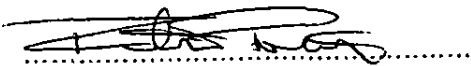
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolution (**Resolution**).

RESOLUTION

THAT the terms of a contract proposed to be made between the Company and Mary Connell for the purchase by the Company of one ordinary share of £1 each in the capital of the Company for a total consideration of £17,000 as set out in the contract attached (**Purchase Contract**) be approved and the Company be authorised to enter into the Purchase Contract.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution. The undersigned, being entitled to vote on the above resolution on the circulation date, irrevocably agrees to the Resolution:



Director, for Chimes International Entertainments Limited

6/4/2016
Date

FRIDAY



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SCT

15/04/2016

#462

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. 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. Unless, by the date falling 28 days after 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.
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.

MARY CONNELL
and
CHIMES INTERNATIONAL ENTERTAINMENTS LIMITED

PURCHASE OF OWN SHARES

AGREEMENT with an effective date of delivery of 6 April 2016

Between

- (1) MARY CONNELL, of 135 Greenwood Road, Clarkston, Glasgow G76 7LL (the **Seller**); and
- (2) CHIMES INTERNATIONAL ENTERTAINMENTS LIMITED incorporated and registered in Scotland with company number SC177594 whose registered office is at Radleigh House, 1 Golf Road, Clarkston, Glasgow G76 7HU (the **Company**).

BACKGROUND

The Seller is the registered holder of one ordinary share of £1 each of the Company and has agreed to sell the share to the Company.

AGREED TERMS

1. SHAREHOLDER APPROVAL

The sale and purchase of the Share is conditional on a resolution of the members of the Company being passed approving the terms of this agreement.

2. SHARE BUY-BACK

- 2.1 The Seller agrees to sell the Share for a total consideration of £17,000 and the Company agrees to purchase the share and to pay such consideration to the Seller.
- 2.2 The Seller warrants to the Company on the date of this agreement and immediately prior to completion of the transfer taking place that they are the sole legal and beneficial owner of the Shares and are entitled to transfer the legal and beneficial title to the Shares to the Company.
- 2.3 Each party warrants to the other that it has the requisite power and authority to enter into and perform this agreement, and that the agreement constitutes valid, legal and binding obligations on that party.
- 2.4 Completion of the sale and purchase of the Share shall take place immediately after Shareholder Approval has been granted, when the Seller shall deliver the share certificate in respect of the Share to the Company and the Company shall pay the consideration due in respect of the Share.

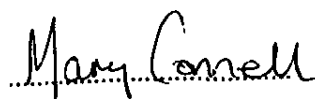
3. STAMP DUTY

All stamp duty that may be payable on or in connection with this agreement and any instrument executed under this agreement shall be borne by the Company.

THIS AGREEMENT has been entered into on the date stated at the beginning of it.

Signed by Mary Connell

for and on behalf of **Mary Connell**


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Seller

Signed by Robert Pratt

for and on behalf of **Chimes International
Entertainments Limited**


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Director