

COMPANY NUMBER 01709711

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION OF  
PLUS ONE SERVICES LIMITED  
(the Company)

CIRCULATED ON 9 May 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that following resolution be passed as a **special resolution**

**THAT** the following new article be and is included in the articles of association of the Company

- 24 *The following articles shall not apply in so far as any right thereunder relates to a right legitimately enforced by Clydesdale Bank Plc (the Bank) under a credit agreement or debenture security therefor entered into between (1) the Bank and (2) the Company*
- Article 8,
  - Article 10,
  - Article 11,
  - Regulation 25 Part 1 of Table A in the First Schedule to the Companies Act 1948, as in force at the date of incorporation of the Company being 25/03/1983, and
  - Regulation 27 Part 1 of Table A in the First Schedule to the Companies Act 1948, as in force at the date of incorporation of the Company being 25/03/1983

Signed

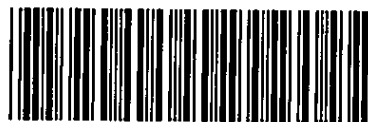


Simon Hood - Director  
Hood Group Limited

Date

9<sup>th</sup> May 2016

THURSDAY



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12/05/2016

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COMPANIES HOUSE

## EXPLANATORY NOTES FOR SHAREHOLDERS

- 1 If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods
  - 1 1 BY HAND by delivering the signed copy to Maitland House - 1st Floor, Warrior Square, Southend-On-Sea, Essex, SS1 2JY
  - 1 2 BY POST by returning the signed copy by post to Maitland House - 1st Floor, Warrior Square, Southend-On-Sea, Essex, SS1 2JY
  - 1 3 BY E-MAIL by attaching a scanned copy of the signed document to an e-mail and sending it to [bob.gildie@hoodgroup.co.uk](mailto:bob.gildie@hoodgroup.co.uk) or, if scanning of a signed document is not possible, by sending an e-mail to [bob.gildie@hoodgroup.co.uk](mailto:bob.gildie@hoodgroup.co.uk) stating the agreement to the resolution in the text of the e-mail. Please enter "For the attention of Bob Gildie" in the e-mail subject box

If you do not agree to the above resolutions, you do not need to do anything
- 2 Once you have signified your agreement to the resolution, you may not revoke your agreement
- 3 Unless, by the lapse date, being the date prescribed by the articles of association of the company or, if no date is prescribed in the articles, the date at the end of the 28 day period beginning on the circulation date, sufficient agreement has been received for the resolution to be passed, it will lapse. If you agree to the resolution, please ensure that signification of your agreement reaches us before or on this date
- 4 Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (i.e., members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it
- 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 or authority when returning this document