

Company Number 01870532

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PETER EVANS & ASSOCIATES LIMITED ("**Company**")

Circulation Date

31 July

2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions ("**Resolutions**")

**SPECIAL RESOLUTIONS**

**1 Removal of restriction on allotment of shares**

THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in paragraph 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted

**2 Ratification of past issue**

THAT, the allotment and issue of two ordinary shares of £1.00 each in excess of the authorised share capital of the Company prior to the deletion of reference to the authorised share capital of the Company pursuant to resolution 1 above, be and is hereby confirmed, approved and ratified to the extent that and notwithstanding such allotment and issue exceeded and contravened a restriction on the number or amount of shares that the Company may allot and issue due to reference to the authorised share capital of the Company in the articles of association of the Company and such allotment and issue of shares is valid and binding on the Company and its members in all respects

**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



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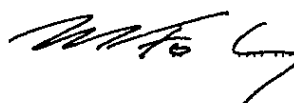
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COMPANIES HOUSE

Signed by Michael Charles Foley director  
for and on behalf of Peter Evans Limited

  
31 July 2012

Date

## NOTES

1 If you agree with the Resolutions, 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 Michael Charles Foley, 52 The Parade, Roath, Cardiff, South Glamorgan, CF24 3AB

**Post** returning the signed copy by post to Michael Charles Foley, 52 The Parade, Roath, Cardiff, South Glamorgan, CF24 3AB

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 28/8/ 2012, sufficient agreement has been received for the Resolutions to pass, they will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

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 or authority when returning this document