

Company Number 2139872

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COMPANIES HOUSE

## THE COMPANIES ACT 2006

### PRIVATE COMPANY LIMITED BY SHARES

### WRITTEN RESOLUTIONS OF THE SHAREHOLDER

of

### YORKSHARE LIMITED

Circulated on 24 June 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006), the director of the Company (**Director**) proposes that the following resolutions are passed as ordinary resolutions

#### RESOLUTIONS

THAT

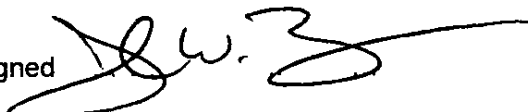
- 1) without prejudice to resolution 3) below, that the increase of the authorized share capital of the Company from £4,637,463 to £5,292,448 on 29 January 2015 by virtue of the allotment and issue of 654,885 ordinary shares in the capital of the Company in excess of the then authorized share capital of £4,637,463, be and is hereby approved,
- 2) without prejudice to resolution 3) below, that the increase of the share capital of the Company from £5,292,448 to £8,802,448 on 15 May 2015 by virtue of the allotment and issue of 3,510,000 ordinary shares in the capital of the Company in excess of the then share capital of £5,292,448, be and is hereby approved,
- 3) 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 (as amended), 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, and
- 4) in accordance with section 551 of the Companies Act 2006 and in substitution for all existing authorities, the Director of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £10,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date that occurs five years after the date this resolution was passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Director may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

Confidential

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

The undersigned was, at the time the resolution was circulated, the sole member of the Company and entitled to vote on the resolution. The undersigned hereby irrevocably agrees to the resolutions detailed above.

Signed

A handwritten signature in black ink, appearing to be 'D.W. 3' with a long horizontal stroke extending to the right.

Date 24 June 2016

For and on behalf of  
**TD Wealth Holdings (UK) Limited**