

No 2446925

**THE COMPANIES ACT 2006**

**WRITTEN RESOLUTION**

**of**

**SPRING GARDENS II LIMITED**

**13 JUNE 2014**

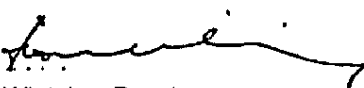
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the above-named company (the "**Company**") propose that the following resolution (the "**Resolution**") is passed as a special resolution

**SPECIAL RESOLUTION**

**IT WAS RESOLVED THAT:** the share premium account of the Company be reduced by the sum of £4,995,000 and the capital of the Company be reduced by £5,504,000 by cancelling and extinguishing in their entirety 5,504,000 fully paid ordinary shares of £1 each in the capital of the Company, and the amount of the reserves arising on the reduction becoming effective be treated as a realised profit for the purposes of Part 23 of the 2006 Act and be credited to the distributable reserves of the Company

We, the undersigned, being the sole shareholder entitled to vote on the Resolution on 13 June 2014, hereby irrevocably agree to the Resolution

For and on behalf of CLS Holdings plc

  
John Whiteley, Director

Date 13 June 2014

TUESDAY



A09 \*A3B7H2K3\* #167  
01/07/2014  
COMPANIES HOUSE

## NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy to The Secretary, by e-mail to [dfuller@clsholdings.com](mailto:dfuller@clsholdings.com) or by fax to +44 (0)20 7840 7728 or in electronic form
- 2 If by 28 days from the date of this Resolution, sufficient agreement has not been received in order to pass the Resolution, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company on or before this date
- 3 In the case of joint holders, the vote of the first-named in the register of members of the Company, whether in person or by proxy, will be accepted to the exclusion of that of the other joint holders
- 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


No 2446925

**SPRING GARDENS II LIMITED**

Record of written resolution agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in General Meeting

It is recorded that

- 1 The written resolution (the "**resolution**"), a copy of which is attached, was passed as a special resolution by or on behalf of the sole member of the Company who, at the date of the circulation of the resolution, was entitled to attend and vote at a General Meeting of the Company
- 2 The resolution was signed by or on behalf of the sole member on 13 June 2014

A handwritten signature in black ink, appearing to read 'D. Redhill', written over a horizontal line.

Secretary

No 2446925

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
-of-  
SPRING GARDENS II LIMITED**

**(Effective 13 June 2014)**

The following resolution was duly agreed to by the sole member of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 as a Special Resolution with effect from 13 June 2014

**SPECIAL RESOLUTION**

**IT WAS RESOLVED THAT** the share premium account of the Company be reduced by the sum of £4,995,000 and the capital of the Company be reduced by £5,504,000 by cancelling and extinguishing in their entirety 5,504,000 fully paid ordinary shares of £1 each in the capital of the Company, and the amount of the reserves arising on the reduction becoming effective be treated as a realised profit for the purposes of Part 23 of the 2006 Act and be credited to the distributable reserves of the Company



Secretary