

Company number: 02554425

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**PENMARCH LIMITED**

("the Company")

SATURDAY



Circulation Date **4** March 2010

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

**SPECIAL RESOLUTION**

**THAT** the Company reduces its share capital to £100 divided into 100 ordinary shares of £1 each in accordance with Section 641 of the Companies Act 2006 by -

- (1) cancelling 12,000 issued A ordinary shares of £1 each and 87,900 issued ordinary shares of £1 each ("the Cancelled Shares") and all rights attaching to the Cancelled Shares, and
- (2) reducing its share premium account to zero

**AGREEMENT**

Please read the notes overleaf before signifying your agreement to the Resolution

The undersigned, being the sole person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed for and on behalf of

**ProAktive Risk Group Limited**

Dated **4** March 2010

## NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated overleaf and returning it to the Company using one of the following methods:
  - **By Hand:** delivering the signed copy to the Company Secretary at the Registered Office of the Company
  - **Post** returning the signed copy by post to the Company Secretary at the Registered Office of the Company
  - **Fax** faxing the signed copy to 0113 283 3999 marked "For the attention of Nigel Hoyle"
  - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to the Company, c/o Nigel Hoyle, (a solicitor with Brooke North LLP), [nrh@brookenorth.co.uk](mailto:nrh@brookenorth.co.uk) Please enter "Penmarch Limited written resolution" in the e-mail subject box

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 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 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.