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22/08/2013

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COMPANIES HOUSE

Phase I – C – Step 22

Company No 03229987

## 121 CORPORATE LIMITED

### RESOLUTIONS IN WRITING OF THE SHAREHOLDERS OF THE COMPANY

Circulation Date 21 August 2012

The undersigned, being the shareholders of 121 Corporate Limited (the "**Company**") who, at the circulation date of these resolutions, would have been entitled to receive notice of, attend and vote at general meetings, hereby pass, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following written resolution (the "**Resolution**"), which has been proposed by the Directors of the Company, as a special resolution, and said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

#### SPECIAL RESOLUTIONS

##### 1 WHEREAS

- 1 1 It was noted that the Company owes a debt to Team 121 Holdings Limited ("**Team 121**") in the amount of £103,709 (the "**Loan Receivable**")
- 1 2 Team 121 wishes to capitalise this Loan Receivable and will subscribe for ordinary shares in the Company (the "**Subscription**")
- 1 3 It was noted that, in relation to the Subscription, the Directors are required to obtain certain shareholder approvals in connection with a proposed allotment of new ordinary shares in the Company, namely to
  - (a) authorise the Directors to allot ordinary shares up to an aggregate nominal amount of £103,709 for a subscription price to be satisfied by the transfer of the Loan Receivable, and
  - (b) authorise the proposed allotment of ordinary shares to Team 121 ("**Proposed Allotment**")

##### 2 IT IS RESOLVED THAT

- 2 1 The authority to allot, in accordance with Section 551 of the Companies Act 2006, as amended, (the "**Act**"), the Directors be generally and unconditionally authorised to allot ordinary shares in the Company up to an aggregate nominal amount of £103,709 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2014
- 2 2 The terms of, and the transactions contemplated by, the Subscription and Proposed Allotment be and are hereby approved and that the Directors of the Company be authorised to approve and execute, in the name and on behalf of the Company, any documents and to

take all such steps as they consider necessary or desirable to give effect to the Subscription and Proposed Allotment and implement the terms of, and the transactions contemplated by, the Subscription and Proposed Allotment

***[Signature on the next page]***

## AGREEMENT

Please read the notes attached to this document before signifying your agreement to the Resolution

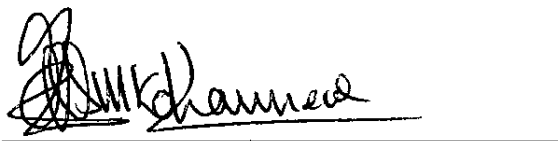
The undersigned, being persons entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed

Dated 21 August 2012



For and on behalf of  
**Team 121 Holdings Limited**



For and on behalf of  
**121 Holdings Limited**

## NOTES

- 1 The members of the Company being entitled to vote on the Resolution on the circulation date should sign and date above to signify its agreement to the Resolution. Once the member's agreement has been signified, it may not be revoked.
- 2 The Resolution must be passed by the members of the Company before the end of the period of 28 days beginning with the circulation date, otherwise it will lapse and be of no effect.