

Company No: 3628256

**THE COMPANIES ACTS 1985 AND 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**ALLINITY LIMITED**

**MEMBERS' WRITTEN RESOLUTION**

**PASSED PURSUANT TO SECTION 381A OF THE COMPANIES ACT 1985**

**WITH EFFECT FROM THE DATE SHOWN BELOW**

The following special resolution has been agreed to, pursuant to and in accordance with section 381A of the Companies Act 1985, by the undersigned, being all the members of the Company:

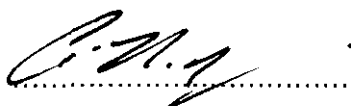
**SPECIAL RESOLUTION**

That:

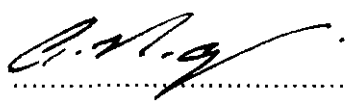
- 1 the articles of the association of the Company be amended by the insertion of the following new heading and article as article 26:

**"DIRECTORS' INTERESTS**

- 26 On any contract, arrangement or matter in which a Director is in any way interested, directly or indirectly, such Director may vote and may be counted in the quorum present at any meeting at which such contract, arrangement or matter is being considered. Any such Director may (unless agreed otherwise) retain for his own absolute use and benefit all profits and advantages which he may derive or receive (directly or indirectly) from or as a result of any such contract, arrangement or matter. Regulations 94 to 98 of Table A shall not apply."; and
- 2 upon the recommendation of the directors, the directors of the Company be directed and authorised to satisfy the interim cash dividend of £10,000 approved by them for payment on the date of this resolution pursuant to article 3(d)(i) of the Company's articles of association by the distribution of the shares in Divergent Holdings Limited owned by the Company to the shareholders of the Company in the proportions and amounts set out in the schedule attached to this resolution and marked "A" and so that the shareholders accordingly hereby formally declare such dividend and authorise the directors to settle any difficulties that may arise in regard to such dividend and distribution in any such manner as may be provided for in article 25 of the Company's articles of association and, subject to such article, otherwise as the directors may, in their absolute discretion, think fit.



Anton de Weger

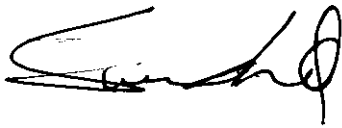


Susan English de Weger

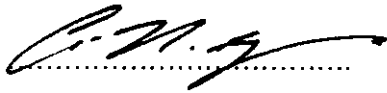
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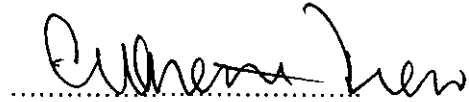




Simon Lassam

  
Matthew Lawrence

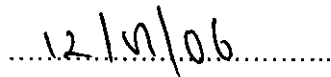
Antonino Ranjit Rodrigues



Jordan Trustees (Jersey) Limited



Aston Trustees Limited



Dated

"A"

**DIVERGENT SHARES BASED ON A TOTAL OF 10,000 ISSUED SHARES**

Anton de Weger	3,696
Susan de Weger	109
Simon Lassam	1,956
Jordon's Trust	1,793
Aston Trustees	2,174
Matt Lawrence	163
Nino Rodrigues	109