

Company No. 4264507

**The Companies Act 2006**  
**Private Company Limited by Shares**  
**Written Resolution**

of

**HCD Group Limited (the Company)**

Circulation Date *29 February* 2016 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, having effect of being passed as special resolutions

**SPECIAL RESOLUTIONS**

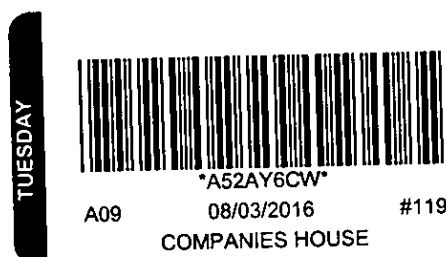
- 1 The special resolution passed on 4 April 2014 (the **2014 Resolution**), incorrectly referred to a redesignation of Elaine Butler's 46,500 ordinary shares of £0 01 in the capital of the Company (the **Shares**) as 46,500 A ordinary shares of £0 01. It was intended that the Shares be redesignated as 46,500 B ordinary shares of £0 01

**IT IS RESOLVED THAT**, the redesignation of the Shares as 46,500 B ordinary Shares of £0 01 be ratified notwithstanding that the 2014 Resolution incorrectly referred to a redesignation of the Shares as 46,500 A ordinary shares of £0 01

- 2 **That**, in accordance with section 551 of the Act, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot up to 25,000 ordinary shares in the Company of £0 01 each up to an aggregate nominal amount of £250 00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date being five years from the date on which this resolution is 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 Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities

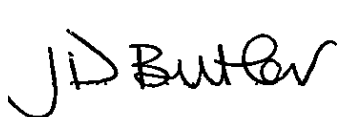
- 3 **That**, subject to the passing of resolution 2 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 2 as if section 561(1) of the Act did not apply to any such allotment



## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions set out in it (**Resolutions**)

We, the undersigned, being the persons entitled to vote on the Resolutions hereby irrevocably agree to the Resolutions

 *Figure 11*

Jeffrey Dilwyn Butler

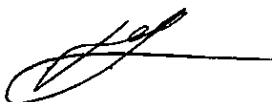
Date *29 February* 2016



Elaine Butler

Date *29 February* 2016

*Signed by Jeffrey Butler under a power of attorney dated 27 January 2016*



Nigel James Gareth Cole

Date *29 February* 2016



Valerie Cole

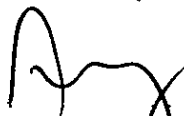
Date *29 February* 2016

*Signed by Nigel James Gareth Cole as attorney for Valerie Cole dated 10 February 2016*



Anthony Harold Dyer

Date *29 February* 2016



Claire Akers- Dyer

Date *29 February* 2016

*Signed by Anthony Harold Dyer under a power of attorney dated 27 January 2016*



Stephen John Hicks

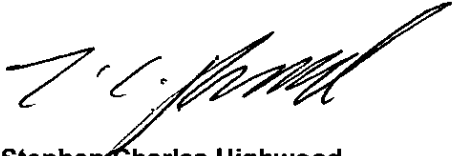
Date *29 February* 2016



Signed by Nigel James Borell  
Cole as attorney for Andrew Lowe  
dated 29 January 2016

Andrew Lowe

Date 29 February 2016



Stephen Charles Highwood

Date 29 February 2016



David John Davies

Date 29 February 2016

## EXPLANATORY STATEMENT

This explanatory statement is not part of any proposed written resolution

- 1 This document is proposed by the directors of the Company
- 2 This document is sent to the eligible members on 2016  
(the **Circulation Date**)
- 3 If you wish to signify agreement to this document, please follow the procedure below
  - (a) you (or someone acting on your behalf) must sign, print your name beneath your signature (if it is not already printed) and date this document
  - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power or attorney or authority when returning this document
  - (c) please return this document to the Company marked 'for the attention of the Company Secretary' or hand it to the company secretary or any director in person
- 4 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received
- 5 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse
- 6 Unless by that deadline this document has been duly signed from at least the relevant threshold of eligible members, the proposed written resolution will lapse. The relevant threshold to pass a special resolution is members holding at least three quarters of the total votes in the Company