

Company number 04384051

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

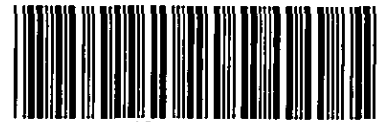
of

GALLERIA HOLDINGS LIMITED

(the "Company")

Circulation Date: 12th November 2015

TUESDAY



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SPE 08/12/2015 #62
COMPANIES HOUSE

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 an ordinary resolution (the "**Resolution**")

ORDINARY RESOLUTION

THAT the terms of a contract proposed to be made between the Company and RBDC Investments Limited for the purchase by the Company of (i) 110,100 preferred ordinary shares, (ii) 62,200 A ordinary shares and (iii) 100,400 B ordinary shares of, in each case, £0.01 each in the capital of the Company for a total consideration of £485,231.32 as set out in the contract attached (the "**Purchase Contract**") be approved and the Company be authorised to enter into the Purchase Contract

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

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

duly authorised for and on behalf of
Galleria Trustees Limited

12th November 2015
Date

Ian Duncan Lewis

12th November 2015
Date

Michael Humphreys

12th November 2015
Date

duly authorised for and on behalf of
RBDC Administrator Limited

2015
Date

Timothy Steven Bittleston

12th November 2015
Date

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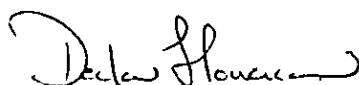
Date

2015

Michael Humphreys

Date

2015



duly authorised for and on behalf of
RBDC Administrator Limited

12 November 2015
Date

Timothy Steven Bittleston

Date

2015

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 using one of the following methods

- **By Hand** delivering the signed copy to the Company's registered office address at Apv House, Speedwell Road, Parkhouse Industrial Estate East, Newcastle, Staffordshire ST5 7RG
- **Post** returning the signed copy by post to the Company's registered office address at Apv House, Speedwell Road, Parkhouse Industrial Estate East, Newcastle, Staffordshire ST5 7RG

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 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

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

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