

No 04392086

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING OF THE MEMBERS
OF
PARC SIGNS LIMITED (the "Company")

CIRCULATION DATE 5th April 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions ("**Special Resolution**")

SPECIAL RESOLUTIONS

- 1 That 3 of the A Ordinary Shares owned by Marc Dunkley be and are hereby re-designated as C Ordinary Shares
- 2 That 3 of the B Ordinary Shares owned by Karen Barnett be and are hereby re-designated as D Ordinary Shares
- 3 That 3 of the C Ordinary Shares owned by Karen Barnett be and are hereby re-designated as D Ordinary Shares
- 4 That 6 of the C Ordinary Shares owned by Paul Godfrey be and are hereby re-designated as E Ordinary Shares
- 5 That the articles of association (the "**Articles of Association**") attached to this written resolution be adopted with immediate effect in substitution for the existing articles of association
- 6 That the share capital of the Company be altered by the creation of a new class of redeemable preference shares (the "**Preference Shares**") with the rights set out in the Articles of Association
- 7 Subject to resolution 8, **THAT** the directors of the Company (**Directors**) are generally and unconditionally authorised, for the purposes of section 551 of the Companies Act 2006 (**Act**), to exercise any power of the Company to

a offer or allot,

b grant rights to subscribe for or to convert any security into, and

c otherwise deal in, or dispose of,

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any shares in the Company (or any options, warrants, conversion rights and all other rights to acquire or subscribe for Shares) to any person, at any time and subject to any terms and conditions as the Directors think proper

8 THAT The authority referred to in resolution 7

- a Shall be limited to a maximum nominal amount of £700,000 of Preference Shares,
- b shall only apply insofar as the Company has not, subject to these Articles, renewed, waived or revoked it by ordinary resolution, and
- c may only be exercised for a period of five years from the adoption date save that, subject to these Articles, the Directors may make an offer or agreement which would, or might, require any Shares to be allotted after the expiry of such authority (and the Directors may allot Shares in pursuance of an offer or agreement as if such authority had not expired)

9 THAT In accordance with section 567(1) of the Act, sections 561 and 562 of the Act shall not apply to an allotment of equity securities (as defined in section 560(1) of the Act) made by the Company

10 THAT the following allotments of shares (all to be allotted at par value) in the capital of the Company to the persons and in the numbers set out in the following table

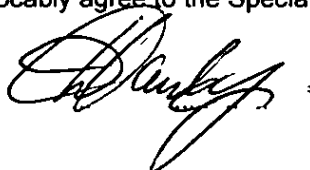
<u>Subscriber</u>	<u>Preference Shares</u>
David Dunkley	350,000
Margaret Dunkley	350,000

be approved and that all pre-emption rights which arise as a result of such shares in the Company being allotted and issued under the articles of association of the Company or otherwise are waived

AGREEMENT

We, the undersigned, being all the members of the Company entitled to vote on the Special Resolution on the Circulation Date, hereby irrevocably agree to the Special Resolution

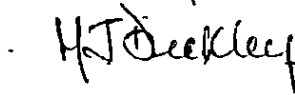
Signed by David Dunkley



Date

05/04/2016

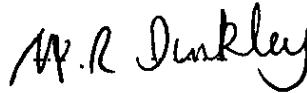
Signed by Margaret Dunkley



Date

05/04/2016

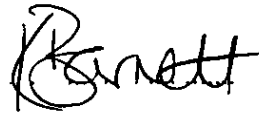
Signed by Marc Dunkley



Date

05/04/2016

Signed by Karen Barnett



Date

05/04/2016

Signed by Paul Godfrey



Date

05/04/2016

NOTES

1 If you agree to the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company

If you do not agree to the Special Resolutions, 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 Special Resolutions, you may not revoke your agreement

3 Unless, by 28 days of the Circulation Date, sufficient agreement has been received for the Special Resolution to pass, they will lapse If you agree to the Special Resolution, please therefore ensure that your agreement reaches us before or during this date

