

Company number 04423860

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION

of

FISHER HARGREAVES PROCTOR LIMITED (Company)

Circulation Date: ~~16th April~~  
March 2018

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

#### SPECIAL RESOLUTION

That in accordance with the Company's Articles of Association and with the consent of the holders of the relevant shares signified by agreeing to this resolution, the following Alphabet Shares be redesignated as D Shares.

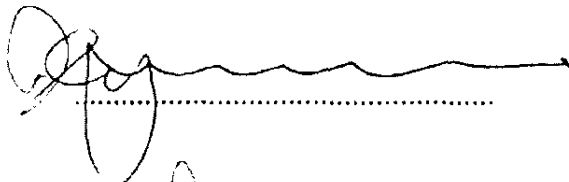
Name of Shareholder	Number and class of Alphabet Shares to be redesignated as D Shares
David Hargreaves	260 A Shares
John Proctor	260 B Shares
Andrew Chapman	80 C Shares

#### AGREEMENT

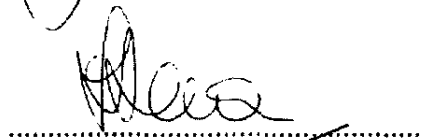
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by David Hargreaves:



Signed by John Proctor:



Signed by Andrew Chapman:

.....

Signed by Robert Spencer:

.....

Signed by Alan Pearson:

.....

#### NOTES

1. If you agree with 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 delivery methods:

- **By hand:** delivering the signed copy to The Directors, Fisher Hargreaves Proctor Limited, 10 Ocford Street, Nottingham NG1 5BG.
- **Post:** returning the signed copy by post to The Directors, Fisher Hargreaves Proctor Limited, 10 Ocford Street, Nottingham NG1 5BG.

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. Unless within 28 days of the Circulation Date sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.