

Company Number: 04627313

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

THE SIMPLY SMART GROUP LIMITED

(the "Company")

21 December 2015

(the "Circulation Date")

WEDNESDAY



A14 *A4Y060GI* 06/01/2016 #363
COMPANIES HOUSE

We, the undersigned, being the sole eligible member of the Company who at the Circulation Date of these Resolutions has the right to attend and vote at a general meeting of the Company, hereby approve the following having effect as special resolutions in accordance with Chapter 2 Part 13 of the Companies Act 2006

SPECIAL RESOLUTIONS

- 1 **THAT** the issued share capital of the Company be reduced from £3,481,071 33 to £3,200 49 by cancelling and extinguishing 216,284 Ordinary A Shares of 1p each and 3,475,708 Deferred Shares of £1 each, each of which is fully paid up and the amount by which the share capital is so reduced be credited to a reserve
- 2 **THAT** the share premium account of the Company be reduced by £332,970 from £332,970 to nil and the amount by which the share premium account is so reduced be credited to a reserve

AGREEMENT

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

The undersigned, being the sole eligible member entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

Signed by

Sir Francis Mackay director for
and on behalf of Graysons Hospitality Limited

Date **21** December 2015

NOTES

- 1 If you agree to the Resolutions, 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 Barnaby Watson at Devon House, Anchor Street, Chelmsford, Essex CM2 0GD
 - **By Post:** returning the signed copy by post to Barnaby Watson at Devon House, Anchor Street, Chelmsford, Essex CM2 0GD
 - 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 Resolutions, you may not revoke your agreement
- 3 Unless, by 28 days following the Circulation Date (including the Circulation Date), sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date
- 4 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
- 5 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