

Company No. 4967607
THE COMPANIES ACT 1985-2006
COMPANY LIMITED BY SHARES
ORDINARY & SPECIAL RESOLUTIONS
OF
VINTAGE GROUP LIMITED
Passed on 16th April 2012

At a General Meeting of the above Company, duly convened and held at Fairchild House, Redbourne Avenue, Finchley, London N3 2BP the following Resolutions were duly passed as Ordinary and Special Resolutions viz -

ORDINARY RESOLUTIONS


- 1 THAT of the authorised share capital of £50,000 comprised of 5,000,000 Ordinary Shares of £0 01 each, 1,666,667 Ordinary Shares of £0 01 each be re-designated as A Ordinary Shares of £0 01 each, both classes of share to rank pari passu in all respects
- 2 THAT subject to the approval of Resolution1, the 200 issued Ordinary Shares currently held by Robert Gilbert be re-designated as A Ordinary Shares
- 3 THAT subject to the approval of Resolutions 1 and 2, the Articles of Association shall be amended by adding to paragraph 102 of Table A the following provision

"The resolution declaring dividends may direct whether dividends be paid in respect of one class of shares to the exclusion of the other class or in respect of both classes of shares or in different proportions"

SPECIAL RESOLUTION

- 4 THAT, subject to the approval of Resolution 1, the existing Clause 5 of the Memorandum of Association shall be and is hereby deleted and substituted by the following

"5 The Share Capital of the Company is £50,000 divided into 3,333,333 Ordinary Shares of £0 01 each and 1,666,667 A Ordinary Share of £0 01 each, both classes of share to rank pari passu in all respects"


Director
16/11/2015



Company Number 04967607

Private Company Limited by Shares

Written Resolution by the holders of

Ordinary and A Ordinary shares as separate classes of shares in

Vintage Group Limited

("the Company")

Circulation Date 23 October 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution to rectify any defects in the resolutions signed by the members on 16 April 2012 and that the Articles of Association be amended accordingly


Special Resolution


- 1 The issued share capital of the Company at today's date be and is hereby confirmed to be £6 divided into 400 ordinary shares of £0.01 each and 200 A ordinary shares of £0.01 each with such shares having the rights and privileges attaching to their respective class of shares as follows
 - 1.1 As regards to voting
 - 1.1.1 The holders of ordinary shares and A ordinary shares shall each be entitled to receive notice of, attend and vote at general meetings of the Company and to sign written resolutions of the Company
 - 1.2 As regards to income
 - 1.2.1 The ordinary shares and A ordinary shares shall rank *pari passu* with regards to entitlement to dividends except that the directors may at any time resolve to declare a dividend on one class of shares and not the other
 - 1.3 As regards to capital, on a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows
 - 1.3.1 First, in paying to the holders of ordinary shares, an amount per share equal to the sum paid up or credited as paid up on them,
 - 1.3.2 Next, and subject to 1.3.1 above, in paying to the holders of A ordinary shares, an amount per share equal to the sum paid up or credited as paid up on them, and
 - 1.3.3 Next, and subject to 1.3.1 and 1.3.2 above, the balance of such assets shall belong to and be distributed amongst the holders of ordinary shares and A ordinary shares in proportion to the amounts paid up or credited as paid up on them


Agreement

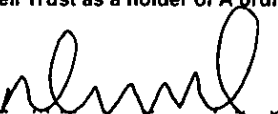
Please read the notes at the end of this document before signifying your agreement to the resolution

The undersigned, a person entitled to vote on the resolution on 23 October 2015 hereby irrevocably agrees to the above special resolution

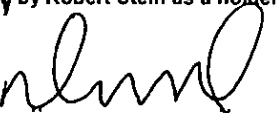

Signed by Geoffrey Hartnell as a holder of ordinary shares Date 16/11/2015


Signed by Geoffrey Hartnell as the holder of one A ordinary share Date 16/11/2015


Signed by a duly authorised representative of Sippchoice Trustees Limited for and on behalf of Mr Geoffrey Hartnell Trust as a holder of A ordinary shares Date 16/11/2015


Signed by a duly authorised representative of Sippchoice Trustees Limited for and on behalf of Mr Robert Stein Trust as a holder of A ordinary shares Date 16/11/2015


Signed by Robert Stein as a holder of ordinary shares Date 16/11/2015


Signed by a duly authorised representative of Sippchoice Trustees Limited for and on behalf of Mrs Gila Hartnell Trust as a holder of A ordinary shares Date 16/11/2015


Signed by a duly authorised representative of Sippchoice Trustees Limited for and on behalf of Mrs Cristina Stein Trust as a holder of A ordinary shares Date 16/11/2015

Notes

- 1 A special resolution may be passed in general meeting or by written resolution of the members representing not less than 75% of the total voting rights of eligible shares
- 2 If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to The Secretary Vintage Asset Management Limited c/o Vintage Financial Limited Fairchild House Redbourne Avenue Finchley London N3 2BP

You may not return the resolution to the Company by any other method

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

- 3 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 4 Unless sufficient agreement has been received for the resolution to pass, on or before 19 November 2015 it will lapse. If you agree to the resolution, please ensure that this document reaches us on or before this date