

**PRIVATE COMPANY LIMITED BY SHARES**

**COPY RESOLUTIONS**

**of**

**LXB SMALLCO LIMITED**

**(the "Company")**

**TUESDAY**



\*A4B5Q2S8\*

A12

07/07/2015

#284

COMPANIES HOUSE

**(Registered in England & Wales under company number 05465169)**

The following written resolutions were passed as an ordinary resolution in the case of resolution numbered 2 and as special resolutions in the case of resolutions numbered 1, 3 and 4 by the Company on 30/06/2015 by the requisite majority of eligible members in accordance with Chapter 2 of Part 13 of the Companies Act 2006

**Special Resolution**

**1 REMOVAL OF CLAUSES TRANSFERRED FROM MEMORANDUM TO ARTICLES**

That the articles of association of the Company

- (a) be amended by deleting all of the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006 (the "Act") are treated as part of the Company's articles of association,
- (b) be amended by deleting all of the provisions referred to in paragraph 42 of schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (Statutory Instrument 2008 No 2860), and
- (c) appended to this Resolution and for the purpose of identification marked "A" and initialled by the Chairman, be adopted as the new articles of association of the Company in substitution for and to the exclusion of the articles of association of the Company existing at that date

**Ordinary Resolution**

**2 SECTION 551 AUTHORITY**

That for the purposes of section 551 of the Act, the directors of the Company (the "Directors") be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company provided that

- (a) this authority shall be limited to the allotment of up to an aggregate nominal amount of £3,394,960 72, and
- (b) this authority shall expire, unless sooner revoked or varied by the Company in general meeting or by resolution, on the expiry of the period of five years from the date of passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred hereby had not expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act

### **Special Resolution**

#### **3 SECTION 561 DISAPPLICATION**

That subject to the passing of Resolution 2 and in accordance with section 570 of the Act, the Directors are generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 2, as if section 561(1) of the Act did not apply to any such allotment provided that this power shall

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £3,394,960 72, and
- (b) expire on the date not longer than five years from the date the resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

### **Special Resolution**

#### **4 CAPITALISATION**

That £3,394,960 72 of the amount owed by the Company be released in consideration of the issue of 339,496,072 ordinary shares of £0 01 each in the capital of the Company



Director/Company Secretary