

Company Number: 06387390

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

- of -

PAINTKEY LIMITED (Company)

Circulation Date 23 JANUARY 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**2006 Act**), the directors of the Company (**Directors**) propose that resolutions 1 and 2 are passed as ordinary resolutions (**Resolutions**):

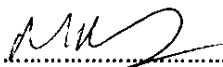
SPECIAL RESOLUTION

1. **THAT** the terms of, and the transactions contemplated by the Deed of Assignment, in respect of the assignment of loans owed to or by the Company by members of the same group of companies, entered into between the Company and Busy Bees Holdings Limited dated the same date as this Resolution (**Deed of Assignment**) be and are hereby approved.
2. **THAT** the entry into by the Company of the Deed of Assignment will promote the success of the Company for the benefit of the members as a whole.

AGREEMENT

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

The undersigned, being not less than 75% of the members entitled to vote on the Resolution on 23 JANUARY 2019, hereby irrevocably agree to the Resolution:

  
.....  
DIRECTOR FOR AND ON BEHALF OF  
ROSEVALE HOLDINGS LIMITED

23 JANUARY 2019  
.....  
Date

MONDAY



A07 \*A86VG2E3\* #300  
03/06/2019  
COMPANIES HOUSE

## 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 methods:

- **By Hand:** delivering the signed copy to the Company's registered office;
- **Post:** returning the signed copy by post to the Company's registered office.

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 by 28 days after the Circulation Date sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during 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.