

The Companies Act 2006 ("2006 Act")

C & D (MARCHMONT) LIMITED
(Registered Number 06451564)

NOTICE TO ELIGIBLE MEMBERS OF WRITTEN RESOLUTIONS
(being Special Resolutions)

On behalf of and as resolved by the directors of the Company, the following written resolutions of the Company (as defined in Section 288 of the 2006 Act) ("**Written Resolutions**") are proposed as Special Resolutions:

Special Resolutions

1. "That the entire issued share capital of the Company, comprising 2 Ordinary Shares of £1.00 each, be and is hereby subdivided into 20 Ordinary Shares of £0.10 each";
2. "That the 10 Ordinary Shares of £0.10 each in the issued share capital of the Company held by Marc Daniel following the sub-division pursuant to resolution 1 above be and are hereby reclassified as, respectively, 9 A Ordinary Shares of £0.10 each and 1 B Ordinary Share of £0.10, in each case having the rights and being subject to the restrictions respectively set out in the Articles of Association of the Company adopted pursuant to resolution 4 below.";
3. "That the 10 Ordinary Shares of £0.10 each in the issued share capital of the Company held by Stewart Robert Clements following the sub-division pursuant to resolution 1 above be and are hereby reclassified as C Ordinary Shares of £0.01 each, having the rights and being subject to the restrictions respectively set out in the Articles of Association of the Company adopted pursuant to resolution 4 below."; and
4. "That the Articles of Association in the form circulated to the eligible members with this resolution, be and are hereby adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association."

Marc Daniel

Director, for and on behalf of
the Company

Date: *7th November 2013*
("Circulation Date")

I/we, the undersigned, being an eligible member of the Company in terms of Sections 289 and 695 of the 2006 Act in respect of the foregoing Written Resolutions, hereby signify my agreement to them in terms of Section 296(1) of the 2006 Act:

Marc Daniel

Marc Daniel

Stewart Robert Clements

Stewart Robert Clements

Date: *9 - NOVEMBER 2013*

Date: *9 - NOVEMBER 2013*



NOTE:

1. To signify your agreement to the Written Resolutions proposed as Special Resolutions of the Company, as set out above, they must be signed by you, or on your behalf, dated and returned to the registered office of the Company, 6A Fairbourne, Cobham, Surrey KT11 2BT by the date noted in 2 below. Your agreement, once signified, cannot be revoked.
2. The foregoing Written Resolutions will lapse if they are not passed by 28 days after the Circulation Date. To be effective, your agreement must therefore be received on or before that date.