

COMPANY NUMBER 7011381

COMPANY LIMITED BY SHARES

RESOLUTION

OF

HENDERSON CARTER ASSOCIATES LIMITED

On 11 December 2014, the following resolutions were duly passed as Written Resolutions in accordance with the requirements of Sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the company

As a SPECIAL RESOLUTION in accordance with Section 283 of the Companies Act 2006

That the Ordinary shares of £1 each and the Ordinary A shares of £1 each shall have the following rights -

Voting rights:-

The Ordinary shares of £1 each shall have full voting rights whereas the Ordinary A shares of £1 each shall have no voting rights

Dividends:-

Dividends shall be declared separately for each class of share. The declaration of a dividend on one class of share shall not entitle the holders of any other class of share to any right to any declaration of a dividend thereon.

The declaration of a dividend on one class of share shall not confer an equal pro rata payment of dividend to any other class of share to which a dividend has been declared (if any).

Participation in capital distribution:-

The Ordinary shares of £1 each shall participate in capital distribution (including on winding up) whereas the Ordinary A shares of £1 each shall not participate in any capital distribution.


Chairman

FRIDAY



LD5 19/12/2014 #378
COMPANIES HOUSE