

THURSDAY



BROOKGATE LIMITED
Company number 7057863
(the "Company")

**WRITTEN RESOLUTION OF THE MEMBERS OF THE COMPANY PURSUANT TO SECTION
288 OF THE COMPANIES ACT 2006**

PASSED ON 29TH SEPTEMBER 2015

The following written resolution, having been duly proposed by the directors of the Company, was duly passed by the Company as a special resolution

SPECIAL RESOLUTION

1. THAT pursuant to section 641(1)(a) and section 610(4) of the Companies Act 2006 (the "2006 Act"), the Company make a capital reduction of an amount equivalent to the nominal value and premium paid up on 8,000,000 "D" preference shares currently in issue in the Company (the "D Preference Shares"), which were issued with a nominal value of £0.00001 and premium of £0.99999 per D Preference Share. The proposed capital reduction will involve the Company:
- (a) reducing its share capital by £80 (the "Nominal Value") from £1,876.47, comprising 1,000 fully paid up ordinary shares of £1.00 each and 87,647,000 fully paid up preference shares of £0.00001 each to £1,796.47, comprising 1,000 fully paid up ordinary shares of £1.00 each and 79,647,000 preference shares of £0.00001 each;
 - (b) reducing its share premium account by £7,999,920 (the "Premium Value") from £87,646,266 to £79,646,346; and
 - (c) cancelling and extinguishing 8,000,000 D Preference Shares currently in issue in return for the holders of such shares as at the date that the reduction of capital is effective receiving, in proportion to the total number of D Preference Shares held by each of them, an amount equal to the Nominal Value and Premium Value paid up on the issue of such cancelled D Preference Shares

Signed 

Director

for and on behalf of **BROOKGATE LIMITED**