

**WRITTEN RESOLUTION
SECTION 288 OF THE COMPANIES ACT 2006**

COMPANY: ELITE SECURITY MANNED GUARDING LIMITED
COMPANY NUMBER: 07063913

Circulation Date: 6th May 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "**Resolutions**")

SPECIAL RESOLUTIONS


- 1 The Company approve the terms of the agreement proposed to be made between (1) Peter Davies (the **Seller**) and (2) the Company (the **Agreement**) a draft of which is attached to these Resolutions and marked "Memorandum of Terms" for the purposes of identification, and providing for the Company's purchase of 8 Ordinary Shares of the Company (**Sale Shares**) held by the Seller, at the price per share specified in the draft of the agreement, and
- 2 the Company authorise any Director to enter into a contract on the Company's behalf in the terms of the draft Agreement, and to complete it in accordance with the terms of the Agreement, and
- 3 the Company approve the sale and purchase of the Sale Shares as set out within the Agreement and that payment be made from distributable profits of the Company

AGREEMENT

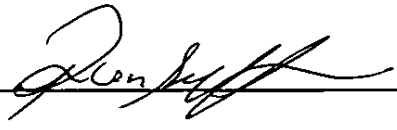
Please read the notes at the end of this document before indicating your agreement to the Resolutions.

The undersigned, being all the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions




Mervyn Huntley

Dated 6th May 2016


Robert Gotz Von Seckendorff

Dated 6th May 2016

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company, by delivering the signed and dated Resolutions to the Company
- 2 If you are indicating agreement to the Resolutions 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 with your indication of agreement
- 3 If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 5 Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse
- 6 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

**MEMORANDUM OF TERMS OF
SHARE BUY-BACK
SECTION 694 OF THE COMPANIES ACT 2006**

COMPANY: ELITE SECURITY MANNED GUARDING
LIMITED

COMPANY NUMBER: 07063913

DATED: 6th May 2016

Pursuant to Chapter 4 of Part 18 of the Companies Act 2006, the Directors of Elite Security Manning Guard Limited (the **Company**) propose that the following terms are agreed in relation to a buy-back of the Company's shares (the **Terms**)

TERMS:

- 1 The Company's current issued share capital is 160 ordinary shares of £1 00
- 2 The Company proposes to acquire, under the terms of a shareholders agreement between the Company and its shareholders and dated 1st October 2015, 8 ordinary shares from Peter Davies the registered holder of 8 ordinary shares in the Company (**Seller**)
- 3 The Company would pay an aggregate total for the 8 ordinary shares of £1,750 05 (£218 75625 per share) (**Sale Shares**),
- 4 The Company would acquire the Sales Shares from distributable profits of the Company in an "off-market" acquisition,
- 5 The Company would acquire the Sale Shares in one tranche to be completed as soon as possible after the passing of the Special Resolution of the members of the Company and the surrendering of the share certificate for 8 Ordinary Shares,
- 6 The Company will purchase the Sale Shares from the Seller for cancellation

The proposed terms are conditional upon the passing of a Special Resolution of the Company approving the Terms

Signed by

A handwritten signature in black ink, appearing to be 'M. J. [unclear]', written over the text 'Signed by'.

For and on behalf of the Company