

No 07146157

WRITTEN RESOLUTIONS
of
ALLODIAL CAPITAL LIMITED
("Company")

FRIDAY



LD3 *L5CQNP KP* 05/08/2016 #120
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the sole director of the Company proposes that the following resolutions be passed as ordinary resolutions ("Resolutions")

ORDINARY RESOLUTIONS

- 1 **THAT** 1 (one) of the issued ordinary shares of £1 each in the capital of the Company registered in the name of James Elton be and is hereby redesignated as an A ordinary share of £1 in the capital of the Company having the rights and being subject to the restrictions set out in resolution 2 below ("A Ordinary Share" and, from time to time, "A Ordinary Shares")
- 2 **THAT** the rights and restrictions attaching to the A Ordinary Shares shall be as follows
 - a **Dividends and other income**
 - i The holder of each A Ordinary Share, pari passu with the holders of all other A Ordinary Shares, shall be entitled, in preference and priority to any assets of the Company being distributed or paid to holders of any other class of shares in the Company, to a special dividend of such sum per share as may be determined by the directors from time to time which shall be paid on such day as the directors shall determine ("**Special Dividend**")
 - ii The Special Dividend shall be deemed to accrue from day to day as well after as before the commencement of a winding-up and shall therefore be payable by a liquidator in respect of any period after such commencement in priority to other claims or rights of shareholders in respect of share capital
 - iii The Special Dividend shall, provided the Company has

sufficient profits available for distribution out of which to pay the same and notwithstanding that such dividend is expressed to be cumulative, automatically become a debt due from and immediately payable by the Company on the relevant payment date. If the Company is unable to pay in full on the due date the Special Dividend by reason of having insufficient profits available for distribution then it shall on such date pay the same to the extent that it is lawfully able to do so and the unpaid amount shall not become payable until the Company has sufficient profits available for distribution with which to pay the Special Dividend.

- iv Subject to sub-paragraphs (i) to (iii) (inclusive) above, the A Ordinary Shares shall rank *pari passu* (as if the same constituted one class of share) with each and any other class of ordinary share in the Company for dividends according to the amount paid up or credited as paid up on each such share

b Capital

In the event of a winding-up of the Company or other return of capital, the holder of each A Ordinary Share, *pari passu* with the holders of all other A Ordinary Shares, shall have the right to receive a sum equal to the nominal value paid up on each such share

c Voting

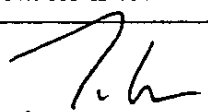
A Ordinary Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the Company

d Pre-emption

A Ordinary Shares shall not entitle the holder thereof to any pre-emption rights (whether pursuant to the Act or otherwise)

Agreement to the Resolutions

I, the sole member, being entitled to vote on the above Resolutions, irrevocably agree to such Resolutions

Name of member	James Elton	
Signed		
		Dated 4 AUGUST 2016