

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

**D LUCAS LIMITED ("Company")
COMPANY NUMBER: 07395451**

THURSDAY



Circulation Date: 25th January 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 are passed as ordinary resolutions and resolution 3 is passed as a special resolution ('Resolutions')

ORDINARY RESOLUTIONS

- 1 THAT a class of F ordinary shares of £1 00 each be created in the Company with the following rights.

Voting

The holders of the F Shares shall not be entitled to receive notice of or attend or vote at any general meeting unless the business of the meeting includes the consideration of a resolution directly or adversely affecting any of the rights attached the F Shares. The allotment and issue of further shares ranking in any respect in priority or pari passu with the F Shares shall not be deemed to constitute a variation of the rights attached to the F Shares

Dividends

The F Shares shall entitle the holders of each class of shares to dividends at the sole discretion of the board of directors and, for the avoidance of doubt, such dividends may be declared without reference to dividends being declared to the holders of any other class of shares in the Company

Appointment of Directors

The F Shares shall not entitle the holders of such shares to appoint any directors of the Company

Rights on a winding up/ repayment of capital

On a winding up or repayment of capital, each class of shares shall entitle the holders to repayment of the nominal capital paid up on such shares on an equal basis with the holders of each other class of shares in the Company. After the repayment of capital to the shareholders, any surplus shall be divided between the holders of the A Shares, B Shares, C Shares, D Shares and E Shares in proportion to the number of shares held by each shareholder at the time of such repayment

- 2 THAT, in accordance with section 551 of the CA 2006, the sole director or directors of the Company ('Directors') be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ('Rights') up to an aggregate nominal amount of £1,040 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth

anniversary of the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the CA 2006 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

- 3 THAT, subject to the passing of resolution 2 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment

AGREEMENT

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

The undersigned, being a person entitled to vote on the Resolutions, hereby irrevocably agrees to the Resolutions

Signed by:  _____

PRINT NAME: D A LUCAS.

Dated: 25th January 2016

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

**D LUCAS LIMITED ("Company")
COMPANY NUMBER: 07395451**

THURSDAY

A24

"ASTUNWU /"
18/02/2016
COMPANIES HOUSE

#108

Circulation Date: 25th January 2016

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PRINT NAME: KEN HUXHOLLAND

Dated: 25th January 2016 _____

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

D LUCAS LIMITED ("Company")
COMPANY NUMBER: 07395451

THURSDAY

A24

"A51UNWDLF"
18/02/2016
COMPANIES HOUSE

#109

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SPECIAL RESOLUTION

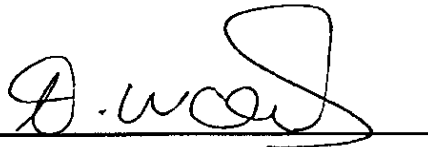
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Signed by: _____



PRINT NAME:

A. W. C. S.

Dated: 25th January 2016