

Company No. 07809631

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

KEELEX 367 LIMITED

(the "Company")

[ 13/8 ] 2012

TUESDAY



A35 \*A1FSA8HK\* 21/08/2012 #48  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "Resolution") -

SPECIAL RESOLUTION

IT WAS RESOLVED THAT:

- (a) the share for share exchange agreement ("Share for Share Exchange Agreement") proposed to be entered into on the date hereof between (1) the Company and (2) Alan Michael Norris and Julie May Norris (each a "Shareholder", together "the Shareholders") whereby the Company would acquire from the Shareholders the entire issued share capital of A M Norris Limited (registered in England and Wales with number 01238729) ("AMN") in consideration of the issue to each Shareholder of 1 ordinary share of £1 each in the capital of the Company for every ordinary share of £1 each in AMN, be and is hereby approved for all purposes including (but without limitation) Section 190 of the Companies Act 2006
- (b) the sole director is unconditionally and irrevocably authorised for the purposes of Section 551 of the Companies Act 2006 and otherwise to allot ordinary shares in the capital of the Company, pursuant to the Share for Share Exchange Agreement

AGREEMENT

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

We, the undersigned, were at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Resolution -

  
Alan Michael Norris

Date

13/8

2012

*of M. Norris*  
Julie May Norris

Date . . . . . 13/8 . . . . . 2012

## NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -
  - **By Hand** delivering the signed copy to the registered office of the Company, or
  - **Post** returning the signed copy by post to the registered office of the Company

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by . . . . . 2012, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 4 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
- 5 If you are signing this document 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 when returning this document