

Company number: 08451304

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMBER'S WRITTEN RESOLUTION**  
**of**  
**GROVEPOINT LIMITED**  
**(the "Company")**

**Date:** 13 JANUARY 2016 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolution as a special resolution of the Company (the "Resolution"):

**SPECIAL RESOLUTION**

- 1 That the name of the Company be changed to Grovepoint (UK) Limited

Please read the notes below before signifying your agreement to the Resolution

The undersigned, being the sole member of the Company hereby irrevocably agree to the Resolution

Signed by **Leon Blitz**

Signature



a designated member of

**GROVEPOINT CAPITAL LLP**

Date 13 JANUARY 2016

Signed by **Bradley Fried**

Signature



a designated member of

**GROVEPOINT CAPITAL LLP**

Date 13 JANUARY 2016

FRIDAY



## Notes

- 1 If you agree with the resolution, please signify your agreement by signing and dating this document and returning it to Cormac Kerins at Berwin Leighton Paisner, Adelaide House, London Bridge, London EC4R 9HA within 28 days of the Circulation Date. If you would prefer to return this document electronically, please send a scanned copy of this document to [Cormac.Kerins@blplaw.com](mailto:Cormac.Kerins@blplaw.com). 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 Unless, within 28 days of the Circulation Date, 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 together with any power of authority under which it is signed or a duly certified copy thereof.
- 3 Your agreement to the resolution, once signed and received, may not be revoked.

!

**GROVEPOINT LIMITED**  
(the "Company")

Minutes of a meeting of the directors of the Company held at  
8-12 YORK GATE, LONDON on 13 01.16 at 1 am/pm

*Present:* Leon Blitz (Chairman)  
Nicholas Clark  
Bradley Fried

*In attendance:*

**1 CHAIRMAN AND QUORUM**

It was noted that Leon Blitz would chair the meeting. The Chairman noted that the meeting had been duly convened and that a quorum was present in accordance with the Company's articles of association (the "**Articles**")

**2 DECLARATION OF INTERESTS**

The Chairman reminded the directors that they are required to comply with their duties to the Company including the duties set out in section 171-177 of the Companies Act 2006 and the Articles. Each of the directors present declared the nature and extent of their interests (if any) in the business to be transacted at the meeting. It was noted that, notwithstanding any such interests, the directors were entitled under the Articles to vote on the business to be transacted at the meeting and to count towards the quorum present.

**3 PURPOSE OF THE MEETING**

The Chairman reported that the business of the meeting was to consider, and if thought fit, approve a written resolution to be sent to the Company's sole member for the purpose of changing the name of the Company to Grovepoint (UK) Limited.

**4 WRITTEN RESOLUTION**

4.1 There was produced to the meeting a form of written resolution proposing that the name of the Company be changed to Grovepoint (UK) Limited (the "**Resolution**")

4.2 After due and careful consideration of the corporate benefit to the Company, it was resolved that

- (a) the Resolution be approved in the form produced to the meeting, and
- (b) a copy of the Resolution be sent to the sole member of the Company

5      **ADJOURNMENT AND RESUMPTION**

5.1      The meeting was then adjourned in order for the Resolution to be circulated to the sole member of the Company


5.2      The meeting was reconvened and the Chairman reported that the Resolution had been duly passed.

6      **FILING**

It was resolved for a copy of the Resolution to be filed at Companies House together with Form NM01 (notice of change of name by resolution) and a cheque for £10 in respect of the fee to be paid for the change of name.

7      **CLOSE**

There being no further business, the Chairman closed the meeting

A handwritten signature in black ink, consisting of a stylized 'B' or 'P' followed by a long horizontal stroke.

**Chairman**



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company Number 8451304

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**GROVEPOINT LIMITED**

a company incorporated as private limited by shares; having its registered  
office situated in England and Wales; has changed its name to:

**GROVEPOINT (UK) LIMITED**

Given at Companies House on **25th January 2016**



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**