

Company No: 08869785

**COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS**

of

**DEVONSHIRE SQUARE CLUB LIMITED  
(the "Company")**

Circulation Date. 9 MARCH 2015

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

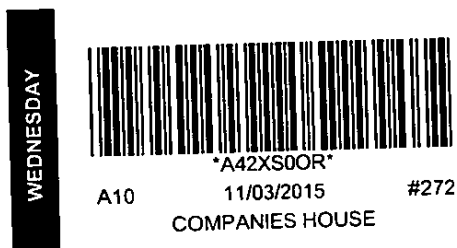
**ORDINARY RESOLUTIONS**

- 1 THAT the 2 ordinary shares of £1 00 each in the issued share capital of the Company be subdivided into 200 ordinary shares of £0 01 each
- 2 THAT, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot ordinary shares in the Company up to an aggregate nominal amount of £0 50 (being 50 ordinary shares of £0 01 each) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years after the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares 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 80 of the Companies Act 1985 or section 551 of the Companies Act 2006

**SPECIAL RESOLUTION**

- 3 THAT, subject to the passing of resolution 2 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 2 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall
  - a be limited to the allotment of equity securities up to an aggregate nominal amount of £0 50, and
  - b expire on the date five years after the date of this resolution, save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired



A handwritten signature in black ink, appearing to be "J. S.", is located in the bottom right corner of the page.

## AGREEMENT

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

We, the undersigned, being the members of the Company entitled to vote on the above resolutions on the Circulation Date, irrevocably agree to the Resolutions

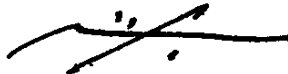
**Name of Shareholder**

**Signature**

**Date of Signature**

**SUSD Limited**

**Brian Clivaz**



9 MARCH 2015

## NOTES

- 1 Shareholders who wish to agree to the Resolutions should signify their agreement by signing and returning this document to the Company's registered office, marked for the attention of the board. 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.
- 2 If sufficient agreement is not received 28 days from the date of the Resolutions then shareholders will not be able to indicate agreement after that date. If you agree to the Resolutions, please ensure your agreement reaches us before that date.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 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.

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**WRITTEN RESOLUTIONS**  
of  
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COMPANIES HOUSE

## AGREEMENT

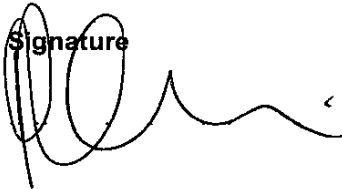
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**Name of Shareholder**

**SUSD Limited**

**Signature**



**Date of Signature**

9 MARCH 2015

**Brian Clivaz**

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