

THE COMPANIES ACT 2006

MTFX (HOLDINGS) LIMITED-

WRITTEN RESOLUTION

OF

MTFX (HOLDINGS) LIMITED ("the Company")

Company Number ~~9132030~~ 9145194

Dated this 1st day of August 2014





We, the undersigned, being all the members of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held -

THAT:-

That the Company hereby approve a share for share exchange and that 72 new "A" Ordinary Shares and 24 new "B" Ordinary Shares and 3 "A" and 1 "B" Subscriber shares be allotted to MARK JAMES TURNER (72 A shares and 3 A Subscriber Share) and PAULA TURNER (24 B Shares and 1 B Subscriber Share) in exchange for the issued shares held by them in MTFX Limited Such shares issued shall rank pari passu with their existing shareholdings Any Pre-emption rights existing in the Articles of Association shall be disapplied for this transaction

The shareholders shall be required to transfer their shareholding by the execution of a stock transfer form in favour of MTFX (HOLDINGS) LIMITED and in return, shares in MTFX (HOLDINGS) LIMITED shall be allotted as follows -

- 1 MARK JAMES TURNER RECEIVES 72 NEW ALLOTTED "A" SHARES AND 3 "A" SUBSCRIBER SHARE IN MTFX (HOLDINGS) LIMITED IN EXCHANGE FOR HIS 75 "A" ORDINARY SHARES BEING TRANSFERRED TO MTFX (HOLDINGS) LIMITED
- 2 PAULA TURNER RECEIVES 24 NEW ALLOTTED "B" ORDINARY SHARES AND 1 "B" SUBSCRIBER SHARE IN MTFX (HOLDINGS) LIMITED IN EXCHANGE FOR HER 25 "B" ORDINARY SHARES BEING TRANSFERRED TO MTFX (HOLDINGS) LIMITED

Signature 
Signature 

Name MARK JAMES TURNER

Name PAULA TURNER

FIRST CORPORATE
16 CHURCHILL WAY
CARDIFF
CF10 2DX

TEL. 029 2022 9080
FAX: 029 2022 8571

NOTES TO THE MEMBERS

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above, and return the signed version either by hand to the Company Secretary

You may not return the Resolution to the Company by any other method

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 or sign

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 28 August 2014, 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