

Company No' 09476135

**COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS**

of

DEVONSHIRE SQUARE CLUB (HOLDINGS) LIMITED

(the "Company")

Circulation Date: 16 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, 2 and 3 are passed as special resolutions (together the "Resolutions") as detailed below

SPECIAL RESOLUTIONS

- 1 THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association
- 2 THAT 5,625 of the ordinary shares of £0 0001 each in the capital of the Company held by SUSL Limited be re-classified as non-participating shares of £0 0001 each
- 3 THAT 5,625 of the ordinary shares of £0 0001 each in the capital of the Company held by Brian Clivaz be re-classified as non-participating shares of £0 0001 each

AGREEMENT

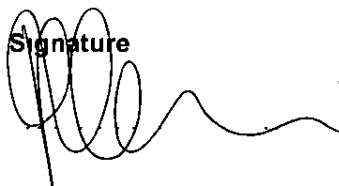
Please read the notes at the end of this document before signifying your agreement to the Resolutions

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

SUSL Limited

Signature



Date of Signature

16 MARCH 2015

Brian Clivaz

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

THURSDAY



A09

A44077CO

26/03/2015

COMPANIES HOUSE

#8

Company No 09476135

COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of

THURSDAY

A09 *A44077CG*
26/03/2015
COMPANIES HOUSE

#7

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(the "Company")

Circulation Date. **16 MARCH 2015**

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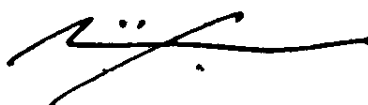
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Signature

Date of Signature

SUSL Limited

Brian Clivaz



16 MARCH 2015

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
DEVONSHIRE SQUARE CLUB (HOLDINGS) LIMITED (the "Company")
(Adopted by written resolution passed on 16 March 2015)

1 Interpretation

- 1 1 The following definition applies in these articles of association

Model Articles. means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these articles of association

2 Model Articles

- 2 1 The Model Articles shall apply to the company, except in so far as they are inconsistent with, these articles of association

3 Issued Shares

The share capital of the Company at the date of adoption of these articles of association is divided into ordinary shares of £0 0001 each (the "Ordinary Shares") and non-participating shares of £0 0001 each (the "Non-Participating Shares")

4 Ordinary Shares

- 4 1 On a show of hands every member holding Ordinary Shares who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member holding Ordinary Shares shall have one vote for every Ordinary Share of which he is the holder
- 4 2 The Ordinary Shares shall confer the right to be paid a dividend
- 4 3 On a liquidation, winding up or any distribution of capital, the holders of the Ordinary Shares shall be entitled to receive an amount pro rata to their respective holdings

5 Non-Participating Shares

- 5 1 The Non-Participating Shares shall not confer the right to receive notice of or to attend or vote at a general meeting (or vote on a resolution in writing)
- 5 2 The Non-Participating Shares shall not confer the right to be paid a dividend
- 5 3 On a liquidation or winding up, after the distribution of the first £10,000,000.00 of the assets of the Company, the holders of the Non-Participating Shares (if any) shall be entitled to receive an amount equal to the nominal value of such Non-Participating Shares pro rata to their respective holdings

6 Purchase of Own Shares

6 1 Subject to the Companies Act 2006, the Company may purchase its own shares in accordance with Chapter 4 of Part 18 of the Companies Act 2006, including (without limitation) with cash up to any amount in a financial year not exceeding the lower of

6 1 1 £15,000, and

6 1 2 the value of 5% of the Company's share capital