

16/12/2015

Spearing Wate LLP

Company Number: 09796165

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

GASCOIGNE HALMAN GROUP LIMITED (Company)

Circulation Date *4 December* 2015

Pursuant to Chapter 2 of Part 13 of the 2006 Act, the Directors propose that resolution 1 below be passed as an ordinary resolution and resolutions 2 and 3 below be passed as special resolutions (**Resolutions**)

DEFINITIONS

2006 Act: Companies Act 2006

Directors: the directors of the Company

ORDINARY RESOLUTIONS

- 1 THAT, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot 7,435 C Shares of £0.01 each in the capital of the Company to Connells Limited provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the five year anniversary of the passing 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

SPECIAL RESOLUTIONS

- 2 THAT, subject to the passing of Resolution 1, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by Resolution 1, as if article 3 of the Company's articles of association did not apply to any such allotment, provided that this power shall
 - (a) be limited to the allotment of equity securities up to 7,435 C Shares of £0.01 each in the capital of the Company, and

JDM/2284766/CON17/24

SATURDAY



A24

A4MLD6CX

19/12/2015

COMPANIES HOUSE

#87

- (b) expire on the five year anniversary of the passing of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date), 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

- 3 THAT, for the purpose of clause 6 of a subscription and shareholders' agreement dated 18 November 2015 relating to the Company and made between (1) Connells Limited, (2) John Frederick Halman, Martin Lee Forrest, Philip Turner Chadwick, Peter John Higham, Markus Jolleys, Andrew Rogers, Nicholas Longworth, Matthew Clark, Phillip Diggle and Patricia Mary Thornhill and (3) the Company, the allotment of 7,435 C Shares of £0.01 each in the capital of the Company to Connells Limited pursuant to Resolutions 1 and 2 above for a total subscription price (including the nominal value and premium payable in respect of the shares) of £7,435 be approved and authorised

AGREEMENT

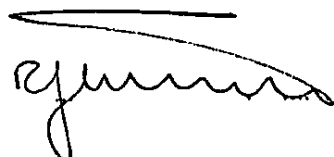
Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, the persons entitled to vote on the Resolutions on 4/12/2015, hereby irrevocably agree to the Resolutions

Signed for and on behalf of **CONNELLS**

LIMITED

Dated


4 December 2015

Signed by **JOHN FREDERICK HALMAN**

Dated

Signed by **MARTIN LEE FORREST**

Dated

(b) expire on the five year anniversary of the passing of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date), 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

- 3 THAT, for the purpose of clause 6 of a subscription and shareholders' agreement dated 18 November 2015 relating to the Company and made between (1) Connells Limited, (2) John Frederick Halman, Martin Lee Forrest, Philip Turner Chadwick, Peter John Higham, Markus Jolleys, Andrew Rogers, Nicholas Longworth, Matthew Clark, Phillip Diggle and Patricia Mary Thornhill and (3) the Company, the allotment of 7,435 C Shares of £0.01 each in the capital of the Company to Connells Limited pursuant to Resolutions 1 and 2 above for a total subscription price (including the nominal value and premium payable in respect of the shares) of £7,435 be approved and authorised

AGREEMENT

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

The undersigned, the persons entitled to vote on the Resolutions on 4/12/2015, hereby irrevocably agree to the Resolutions


Signed for and on behalf of **CONNELLS**

LIMITED

Dated

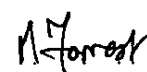
Signed by **JOHN FREDERICK HALMAN**

Dated


8.12.2015

Signed by **MARTIN LEE FORREST**

Dated


8.12.15

Signed by PHILIP TURNER

CHADWICK

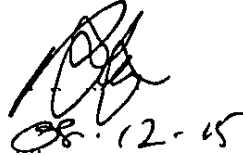
Dated



8.12.15.

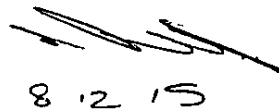
Signed by PETER JOHN HIGHAM

Dated



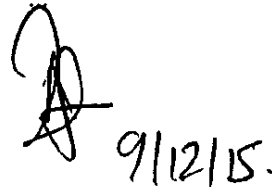
Signed by MARKUS JOLLEYS

Dated



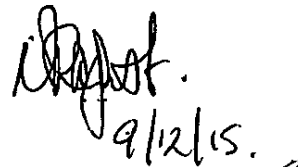
Signed by ANDREW ROGERS

Dated



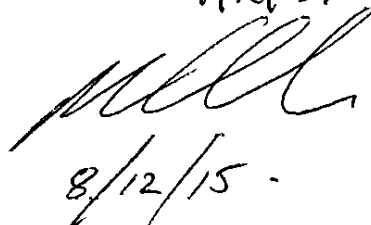
Signed by NICHOLAS LONGWORTH

Dated



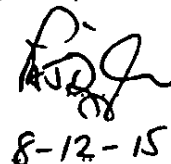
Signed by MATTHEW CLARK

Dated



Signed by PHILLIP DIGGLE

Dated



Signed by PATRICIA MARY

THORNHILL

Dated



8.12.15

NOTES

1 If you agree with the Resolutions, 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 Spearing Waite LLP, 34 Pocklington Walk, Leicester LE1 6BU
- **Post** returning the signed copy by post to Spearing Waite LLP, 34 Pocklington Walk, Leicester LE1 6BU

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

3 Unless, by 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, 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