

Company number 09922239

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PROTECTION MATTERS LIMITED ("Company")

[24/5/2016]

FRIDAY



A34 *A57UV9IW* 27/05/2016 #200
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1, 2 and 3 below are passed as ordinary resolutions (together "**Ordinary Resolutions**") and resolution 4 below is passed as a Special Resolution ("**Special Resolution**")

ORDINARY RESOLUTIONS

1 Re-Designation of Shares

That the 100 Ordinary Shares in the capital of the Company currently issued to and held at the date of this resolution by Jonathan Adrian Deane be re-designated as A Ordinary Shares in the capital of the Company

2 Variation of Rights – Ordinary Shares

That the rights attaching to the shares in the capital of the Company and designated (subject to the passing of Resolution 1 above) as A Ordinary Shares be varied so as to grant the holders of such shares

full voting rights and rights to dividend distributions (subject to the provisions in the Articles giving the directors discretion to declare different dividends in respect of different designations of shares) and full rights to any capital distribution on winding up

3 Authority to allot

THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £200 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1st December 2016 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 revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities

SPECIAL RESOLUTION

4 Disapplication of pre-emption rights

THAT, subject to the passing of resolution 3 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section

560 of the CA 2006) pursuant to the authority conferred by resolution 3, as if section 561(1) of the CA 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 £200, and
- b expire on 1st December 2016 (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

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolution

The undersigned, a person entitled to vote on the above resolutions on [24/5/2016], hereby irrevocably agrees to the Ordinary Resolutions and the Special Resolution

Jonathan Adrian Deane



Jonathan Adrian Deane

Date

24/5/2016

Timed at [2:25] am/pm

NOTES

1 You can choose to agree to all of the Ordinary Resolutions and Special Resolution or none of them but you cannot agree to only some of the resolutions. If you agree to all of 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 delivery methods

By hand delivering the signed copy to The Directors at 23A St Peters Street, St Albans, Hertfordshire, AL1 3DP or by email at jond@the-mortgagestore.co.uk

If you do not agree to all of 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 [30/6/2016] ~~2011~~, 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.