



A26 *A77R2NUQ* 09/06/2018 #297
COMPANIES HOUSE

TANVIC INVESTMENTS LIMITED (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS

Circulation Date: 15/6 **2017**

Date Passed: 15/6 **2017**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes and recommends that the following resolution numbered 1 is passed as an ordinary resolution of the members of the Company and that the resolution numbered 2 is passed as a special resolution of the members of the Company (numbers 1 and 2 together the "**Resolutions**"):

ORDINARY RESOLUTION

1. IT IS RESOLVED THAT:
 - (a) the Company enter into a Share Exchange Agreement in the form annexed hereto between (1) Stephen David McCracken, (2) Claire Davy and (3) the Company regarding the acquisition by the Company of 54,613 'D' ordinary shares of £1 each in the capital of Tanvic Group Holdings Limited in exchange for the issue of ten 'A' ordinary shares of £0.01 each in the Company;
 - (b) the director is hereby authorised to execute such agreement as a deed of, and deliver it on behalf of, the Company;
 - (c) the said acquisition be and is hereby approved for the purposes of section 190 of the Companies Act 2006 (Substantial Property Transaction); and
 - (d) the director is hereby authorised to execute all documents necessary to give effect to the said agreement.

SPECIAL RESOLUTION

2. IT IS RESOLVED THAT, in accordance with section 570 of the Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006), as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £0.10 comprising 10 'A' ordinary shares of £0.01 each.

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date set out above, hereby irrevocably agree to the passing of the Resolutions.

Company No: 10734774

Signed by **STEPHEN DAVID MCCracken**
Member



Date of signature: 15/6 2017

Signed by **CLAIRE DAVY**
Member



Date of signature: 15/6 2017

Notes:

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document above and then return it to the Company by delivering it by hand to or posting it to Tanvic Investments Limited at Granary Lodge, 96 Appleton Gate, Newark, Nottinghamshire NG24 1LS.
2. If you do not agree to the Resolutions you do not need to do anything: you will *not be deemed to have agreed to the Resolutions by failing to reply.*
3. Once you have indicated your agreement to the Resolutions you may not revoke that agreement.
4. Unless within 28 days of the Circulation Date noted at the beginning of this document sufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you do agree to the Resolutions, please ensure that *this document, duly signed and dated as explained in Note 1 above, is received by Tanvic Investments Limited at Granary Lodge, 96 Appleton Gate, Newark, Nottinghamshire NG24 1LS within 28 days of the Circulation Date.*
5. If you are signing this document on behalf of a person under a power of attorney or other similar authority, you must send a certified copy of that power of attorney or other authority when returning this document.