

Company No: SC012483

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**FAWCETT CHRISTIE INTERNATIONAL LIMITED (the "Company")**

Passed the *18th* day of *May* 2016

By written resolutions agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolutions, were entitled to vote on the resolutions the following resolutions of the Company were duly passed:

**AS A SPECIAL RESOLUTION**

1. THAT the provision of the company's memorandum as to the amount of the company's authorised share capital (as altered by anything done by virtue of section 121 of the Companies Act 1985), which as from 1 October 2009 is treated as a provision of the company's articles setting a maximum amount of shares that may be allotted by the company, be amended to say "The maximum amount of share capital that may be allotted by the Company is £932,475 divided into 932,475 Ordinary Shares of £1.00 each".

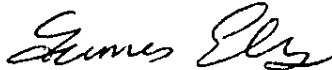
**AS ORDINARY RESOLUTIONS**

2. THAT the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares or to grant rights to subscribe for or convert any security into shares in the Company provided that:
  - 2.1 the maximum amount of such shares that may be allotted under this authority (within the meaning of such section) is £415,000; and
  - 2.2 this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on the date which is 5 years from the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which will or may require such shares to be allotted after such expiry,

and the authority granted by this resolution is in substitution for any authority to allot shares in the Company previously granted to the Directors which (to the extent that it remains in force and unexercised) is revoked.

3. THAT on the recommendation of the Directors it is desirable to capitalise the sum of £415,000 being the sum now standing to the credit of the Company's capital redemption reserve and that accordingly such sum be appropriated as capital amongst the members who would have been entitled thereto if distributed by way of dividend in the same proportions, on condition that the same not be paid in cash but be applied in paying up in full at par 415,000 ordinary shares of £1.00 each in the capital of the Company to be allotted and issued credited as fully paid up to and amongst such members.

Signed



Director/Secretary

Dated

*18 May 2016*



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20/05/2016  
COMPANIES HOUSE

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