

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GLADEDALE CAPITAL LIMITED
(the "Company")

Circulation Date: *17th December* 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Written Resolution as a Special Resolution:

SPECIAL RESOLUTION

THAT the share capital of the Company be and is hereby reduced from £14,532,678 comprised of 14,532,678 ordinary shares of £1.00 each to £2 comprised of 2 ordinary shares of ~~£1.00 each~~

Please read the Notes overleaf before signifying your agreement to the Written Resolution.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, I, the undersigned, being the sole eligible member of the Company who would have been entitled to vote on the resolution set out above on the Circulation Date stated above, hereby irrevocably agree to the resolution set out above as an Ordinary Resolution:

G. Lewis
.....
Duly authorised for and on behalf of
GLADEDALE (COMMERCIAL) LIMITED

17th Dec 2015
.....2015
Date of signature

TUESDAY



SCT *S4MT8WJN* 22/12/2015 #625
COMPANIES HOUSE

Notes

- 1 If you agree to the proposed Written Resolution please sign and date this document overleaf on the dotted line where indicated and return it to the Company by hand marked for the attention of Jo Massey at 30 High Street, Westerham, Kent TN16 1RG by no later than 5pm on the date 28 days after the Circulation Date stated overleaf.
- 2 If you do not agree to the Written Resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 The Written Resolution will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm on the date 28 days after the Circulation Date stated overleaf. If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Written Resolution is passed. However, as this Written Resolutions must in fact be passed within 15 days of the date on which the Solvency Statement, which accompanies this Written Resolution, was signed by all the directors of the Company, this Written Resolution must in fact be passed by midnight on the date 15 days after the date of the Solvency Statement, which is before the lapse date.
- 4 The Written Resolution is passed on the date and time that the Company receives the agreement of the required majority of eligible members. The required majority for a Special Resolution is eligible members representing 75 per cent. or more of the total voting rights of eligible members.
- 5 You may not revoke your agreement to the Written Resolution once you have signed and returned this document to the Company.
- 6 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.
- 7 A copy of a solvency statement of the Company signed by all the directors of the Company accompanies this Written Resolution, as required by section 642(2) Companies Act 2006.