

Company no 33737

The Companies Act 2006
Private company limited by shares
Written Resolution
of
Saxon Hawk & Company Limited

7 December 2012 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of Saxon Hawk & Company Limited (the "**Company**") proposes that resolution 1 below is passed as an ordinary resolution (the "**Ordinary Resolution**") and that resolution 2 below is passed as a special resolution (the "**Special Resolution**")

Ordinary Resolution

- 1 That any director of the Company from time to time is authorised for the purposes of Section 175, Companies Act 2006 to be or become subject to a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of him
- a having a direct or indirect interest in any transaction or arrangement with,
 - b holding any office, employment or position with, or
 - c having any other direct or indirect interest (including, without limitation, any economic or commercial interest) in
- any Group Company For these purposes, "**Group Company**" means the Company, any subsidiary and subsidiary undertaking of the Company, any parent undertaking of the Company and any of their subsidiaries or subsidiary undertaking (as such terms are defined in the Companies Act 2006)

Special Resolution

- 2 That the share capital of the Company be and it is reduced by cancelling £3,000,199 75 of the amount standing to the credit of the share capital account of the Company, consisting of 8,000,799 ordinary shares of £0 25 and 1,000,000 cumulative preference shares of £1, and £259,360 standing to the share premium account of the Company (the "**Capital Reduction**") and, in accordance with Section 654 of the Companies Act 2006 and Article 3(2) of the Companies (Reduction of Capital) Order 2008, the reserve arising from the Capital Reduction shall be treated for the purposes of Part 23 of the Companies Act 2006 as a realised profit

The undersigned, being the sole person entitled to vote on the resolution on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolution and the Special Resolution



duly authorised signatory for and on behalf of **Serais Investments Limited**

Number of shares carrying voting rights 8,000,800 Ordinary £0 25

Date **7 December 2012**



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