

Company No. 01094178

The Companies Act 2006

Private Company Limited by Shares

Written Resolutions

of

JLA Limited (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that the resolutions below are passed by the members of the Company as Special resolutions

We, the undersigned, being entitled as at 20 October 2015, the date of circulation of this resolution, to attend and vote at general meetings of the Company, **RESOLVE THAT** the following resolutions be passed as written resolutions having effect as special resolutions of the Company (the "**Resolutions**")

Special Resolutions

- 1 **That** pursuant to section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by the insertion of article 21

21(1) Notwithstanding anything contained in these Articles,

- (a) the Directors (or Director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is to be

- (i) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by an nominee of such bank or institution) pursuant to a power of sale under such security,
 - (ii) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
 - (iii) to any such bank or institution (or its nominee) pursuant to any such security
- 21(2) A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts
- 21(3) Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this article



Date of circulation 20 October 2015

P. J. H. A.

For and on behalf of Vanilla Group Limited

Date of signature 20 October 2015

[Signature page to special resolutions of JLA Limited]

- 1 If you agree with 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 methods

- (a) **By Hand** delivering the signed copy to Paul Humphreys, Meadowcroft Lane, Halifax Road, Rippnden, West Yorkshire, HX6 4AJ
- (b) **By Post** returning the signed copy by post to Paul Humphreys, Meadowcroft Lane, Halifax Road, Rippnden, West Yorkshire, HX6 4AJ

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Unless, by (and including) 2 November 2015, sufficient agreement has been received for the Resolutions to pass, it will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 3 Once given, your agreement to the Resolutions may not be revoked.
- 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