Company Number: 02775618

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS

of

NEWGROVE CONSULTANTS LIMITED

(the Company)

Circulated on 2 April 2014 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the Act), it is proposed that the resolutions below are passed as indicated below. The resolutions set out below are referred to in this document as the Resolutions

ORDINARY RESOLUTIONS

1 THAT, in accordance with paragraph 42(2) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the provision known as the “authorised share capital” which before 1 October 2009 was found in the company’s memorandum of association and which, since that date, has been treated as part of the Company’s articles of association and as setting the maximum amount of shares that may be allotted by the Company, is revoked.

2 THAT, in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (Rights) up to an aggregate nominal amount of £670, this being 20% of the entire issued share capital of the Company, in connection with the proposed employee share scheme whereby employees may be allotted non-voting shares in the Company, or granted rights to subscribe for or to convert any security into non-voting shares in the Company at a future date. This authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of passing this Resolution except that the Company may, before it expires make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of that offer or agreement. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act to the extent not utilised at the date it is passed.

SPECIAL RESOLUTIONS

3 THAT in accordance with article 22.3 of the Company’s Articles of Association, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 2, as the pre-emption provision in article 22 did not apply to such allotment. The Company may, before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the directors may allot equity securities pursuant to that offer or agreement

4 THAT with effect from this Resolution being passed
the articles of association of the Company be amended by deleting all the provisions of the Company’s memorandum of association which, by virtue of the Act, are treated as provisions of the Company’s articles of association, and

the articles of association in the form attached to this Resolution, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Please read the notes set out below before signing or taking any action on this document.

AGREEMENT

We, being persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

SIGNED by JONATHAN FERGUS BOYLAN

SIGNED by HUGH TREANOR BOYLAN

SIGNED by, an attorney for DR PETER BOYLAN

SIGNED on behalf of ARMAJARO HOLDINGS LIMITED

SIGNED by in his/her capacity as the trustee of THE SUNBURY PENSION SCHEME

Date on which Resolutions are passed: 2 April 2014
of the Act) pursuant to the authority conferred by Resolution 2, as the pre-emption provision in article 22 did not apply to such allotment. The Company may, before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the directors may allot equity securities pursuant to that offer or agreement.

4 THAT with effect from this Resolution being passed

4.1 the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of the Act, are treated as provisions of the Company's articles of association; and

4.2 the articles of association in the form attached to this Resolution, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Please read the notes set out below before signing or taking any action on this document.

AGREEMENT

We, being persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions

SIGNED by JONATHAN FERGUS BOYLAN  
Signature

SIGNED by HUGH TREANOR BOYLAN  
Signature

SIGNED by an attorney for DR PETER BOYLAN  
Signature
Name of attorney
Date of power of attorney

SIGNED on behalf of ARMAJARO HOLDINGS LIMITED  
Signature
[Authorised person]/[Director]
Print name
the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of the Act, are treated as provisions of the Company's articles of association, and

the articles of association in the form attached to this Resolution, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Please read the notes set out below before signing or taking any action on this document.

AGREEMENT

We, being persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

SIGNED by JONATHAN FERGUS BOYLAN

SIGNED by HUGH TREANOR BOYLAN

SIGNED by an attorney for DR PETER BOYLAN

SIGNED on behalf of ARMAJARO HOLDINGS LIMITED

SIGNED by in his/her capacity as the trustee of THE SUNBURY PENSION SCHEME

Date on which Resolutions are passed: 2nd April 2014
4.1 the articles of association of the Company be amended by deleting all the provisions of the Company’s memorandum of association which, by virtue of the Act, are treated as provisions of the Company’s articles of association; and

4.2 the articles of association in the form attached to this Resolution, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Please read the notes set out below before signing or taking any action on this document.

AGREEMENT

We, being persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

SIGNED by JONATHAN FERGUS BOYLАН

Signed

SIGNED by HUGH TREANOR BOYLАН

Signed

SIGNED by an attorney for DR PETER BOYLАН

Signature

Name of attorney

Date of power of attorney

SIGNED on behalf of ARMAJARO HOLDINGS LIMITED

Signature

[Authorised person][Director]

Print name D TREGAR

SIGNED by in his/her capacity as the trustee of THE SUNBURY PENSION SCHEME

Signature

Date on which Resolutions are passed 2 April 2014
SIGNED by
his/her capacity as the trustee of THE
SUNBURY PENSION SCHEME

Date on which Resolutions are passed: 2 April 2014

Notes:

1. If you agree to the Resolutions, please indicate your agreement by signing (but not
dating) this document where indicated above and returning it to the Company using
one of the following methods.

11 by hand or post to Jonathan Boylan; or

12 by attaching a scanned copy of the signed document and sending it to
jfbayan@hushmail.com.

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.

By returning the document to the person as set out at 1 above you irrevocably confirm
that he/she or any person he/she may nominate is authorised at his/her sole discretion
to deliver the signed document to the Company and date it with delivery on your
behalf and will (until the date of delivery of such document to the Company) continue
to hold the document as your agent and not as agent for the Company.

2. Once delivered, you will have indicated your agreement to the Resolutions and may
not revoke your agreement.

3. The Resolutions will lapse if sufficient agreement to them has not been received by the
Company within 28 days of the Circulation Date.

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.