

Company Number: 00660268

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

JOSEPHINE SAMMONS LIMITED (Company)

SATURDAY



A15

A5KK5QB4

26/11/2016

#343

COMPANIES HOUSE

Dated 19TH FEBRUARY 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the resolutions below are to be passed as an Ordinary Resolution and Special Resolutions

ORDINARY RESOLUTION

THAT the terms of the contract between the Company and Jonathan Mark Evans and Orion Trust for the purchase by the Company of 4 Non-Voting F Shares of 10p each in the capital of the Company from Jonathan Mark Evans and 6 Non-Voting G Shares of 10p each in the capital of the Company from Orion Trust for a total consideration of £1 00 as set out in the contract attached (**Purchase Contract**) be approved and the Company be authorised to enter into the Purchase Contract

SPECIAL RESOLUTIONS

"That -


- 1 In accordance with section 551 of the CA 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £37 00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 19TH FEBRUARY 2021. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the CA 2006
- 2 Subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall
 - a be limited to the allotment of equity securities up to an aggregate nominal amount of £37 00, and
 - b expire on 19TH FEBRUARY 2021
- 3 The directors shall be generally empowered to make the following allotments
 - (i) Fiona Harris 11 Ordinary A Shares of £1 00 each in the capital of the Company for an aggregate price of £11 00,


- (ii) Zoe Cade – 7 C Ordinary Shares of £1 00 in the capital of the Company for an aggregate price of £7 00, and
- (iii) Jonathan Evans – 19 B Ordinary Shares of £1 00 in the capital of the Company for an aggregate price of £19 00


AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, hereby irrevocably agrees to the Special Resolutions

Signed by Jonathan Evans  X
 Date 19/02/2016

Signed by Fiona Harris  X
 Date 19/02/2016

Signed by Zoe Cade  X
 Date 19/02/2016

For and on behalf of the Orion Trust  X
 Date 19/02/2016

NOTES

1 If you agree to the Ordinary Resolution and Special 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

- **By Hand** delivering the signed copy to the Company's registered office
- **Post** returning the signed copy by post to Company's registered office

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

2 Once you have indicated your agreement to the Ordinary Resolution and Special Resolutions, you may not revoke your agreement

3 Unless, within 21 days of the date this Ordinary Resolution and Special Resolutions were circulated, sufficient agreement has been received for the Special Resolution to pass, it will lapse. If you agree to the Ordinary Resolution and Special Resolutions, please ensure that your agreement reaches us before or during this date