Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution numbered 3 is passed as an ordinary resolution of the sole member of the Company and that the resolutions numbered 1, 2 and 4 are passed as special resolutions of the sole member of the Company (together the "Resolutions"): 

**SPECIAL RESOLUTIONS**

1. IT IS RESOLVED THAT the Articles of Association set out in the document attached to these resolutions be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

2. IT IS RESOLVED THAT 80 of the ordinary shares of £1 each in the share capital of the Company held by Gerard Ludlow in his sole name be hereby re-designated as F ordinary shares, so that Gerard Ludlow holds 80 F ordinary shares of £1 each in the capital of the Company.

**ORDINARY RESOLUTION**

3. IT IS RESOLVED THAT:

   (a) the Company enter into a Share Exchange Agreement in the form annexed hereto between (1) Anthony Nash, (2) Daniel Patrick Gallagher, (3) Matthew Burgin, (4) Julie Craig, (5) Alex Morgan, (6) Gerard Ludlow and (7) the Company regarding the acquisition by the Company of the entire issued share capital of Stoford Properties Limited in exchange for the issue of 160 A ordinary shares of £1 each, 160 B ordinary shares of £1 each, 160 C ordinary shares of £1 each, 40 D ordinary shares of £1 each, 40 E ordinary shares of £1 each and 80 F ordinary shares of £1 each in the Company;

   (b) the directors be and are hereby authorised to execute such agreement as a deed of, and deliver it on behalf of, the Company;

   (c) the said acquisition be and is hereby approved for the purposes of section 190 of the Companies Act 2006 (Substantial Property Transaction); and

   (d) the directors be and are hereby authorised to execute all documents necessary to give effect to the said agreement.
SPECIAL RESOLUTION

4. IT IS RESOLVED THAT, in accordance with article 23A(2) of the Articles of Association of the Company, the provisions of articles 23A(3) to (7) (inclusive) of the Articles of Association of the Company be disapplied in relation to the issue of shares in the Company up to an aggregate nominal amount of £640 comprising 160 A ordinary shares of £1 each, 160 B ordinary shares of £1 each, 160 C ordinary shares of £1 each, 40 D ordinary shares of £1 each, 40 E ordinary shares of £1 each and 80 F ordinary shares of £1 each.

5. IT IS NOTED THAT this document together with the attached Articles of Association will, if the Resolutions are passed, be filed by a director with the Registrar of Companies.

Agreement: Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date set out above, hereby irrevocably agrees to the passing of the Resolutions.

Signed by GERARD LUDLOW
Member

Date of signature: 8th February 2016

Notes:

1. If you agree to the Resolutions, please indicate your agreement by signing, dating and returning this document to Great Charles Street Properties Limited at Lancaster House, 67 Newhall Street, Birmingham, West Midlands B3 1NQ.

2. If you do not agree to the Resolutions you do not need to do anything; you will not be deemed to have agreed to the Resolutions by failing to reply.

3. Once you have indicated your agreement to the Resolutions you may not revoke that agreement.

4. Unless within 28 days of the Circulation Date noted at the beginning of this document sufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you do agree to the Resolutions, please ensure that this document, duly signed and dated as explained in Note 1 above, is received by Great Charles Street Properties Limited at Lancaster House, 67 Newhall Street, Birmingham, West Midlands B3 1NQ within 28 days of the Circulation Date.

5. If you are signing this document on behalf of a person under a power of attorney or other similar authority, you must send a certified copy of that power of attorney or other authority when returning this document.