

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF

THURSDAY



A15 01/09/2016 #110
COMPANIES HOUSE

LPM ACQUISITIONS LIMITED (THE "COMPANY")

The directors of the Company propose the following resolutions (the "**Resolutions**") to be passed as written resolutions of the Company under Chapter 2 of Part 13 Companies Act 2006. The Resolutions are proposed as special resolutions

SPECIAL RESOLUTIONS

- 1 **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into in connection with the master facilities agreement with PNC Business Credit a trading style of PNC Financial Services UK Ltd (07341483) ("**PNC**") be and are hereby approved and (notwithstanding any personal interest of any of the directors) the board of directors of the Company be and is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into such of those documents to which the Company is (or is to become) a party:
 - 1.1 the master facilities agreement between (1) PNC Business Credit a trading style of PNC Financial Services UK Ltd (07341483) ("**PNC**"), (2) Seebeck 133 Limited (05993870), Axis Cleaning and Support Services Limited (01888801) ("**Axis Cleaning**") and Axis Security Services Limited (02933907) ("**Axis Security**") (together the "**Obligors**"), (3) Axis Group Integrated Services Limited (09792798) ("**Axis Group**"), the Obligors, the Company, LPM Dependable Limited (01170023) ("**LPM Dependable**"), LPM Intercity Limited (05136619) ("**LPM Intercity**"), Paragon Hygiene Services Limited (00490152) ("**Paragon**") and Morris Contract Cleaning Limited (01925390) ("**Morris**") (the "**Security Obligors**") and (3) Axis Group (as parent) (the "**Master Facilities Agreement**"),
 - 1.2 a deed of reassignment, release and termination between (1) Clydesdale Bank PLC (SC001111) and (2) the Company (3) the Obligors, the Security Obligors, Axis Acquisitions Limited (06836104) ("**Axis Acquisitions**"), Axis Group, Dependable Services Limited (01808969), ICG Holdings Limited (06560717), Intercity Group Limited (05007870), LPM Paragon Limited (05073700), ICG Personnel Limited (05074171), ICG Cleaning Limited (01523784), Axis Acquisitions, Temple Security Limited (03073516) and Temple Security Contractors Limited (03814949), (4) Axis Security and Axis Cleaning and (5) PNC;
 - 1.3 a composite guarantee and debenture granted in favour of PNC by the Security Obligors, and
 - 1.4 an officer's certificate to be signed by a director of the Company in connection with the conditions precedent requirements of the Master Facilities Agreement

The documents referred to in paragraphs 1.1 to 1.3 together being referred to as the "Documents"

2 THAT:

2.1 the Company entering into the Documents was most likely to promote the success of the Company for the benefit of its members as a whole, and

2.2 the Company entering into those of the Documents to which it is a party be and is hereby approved.

3 THAT the articles of association of the Company be amended by the inclusion of the following new article 9:

"The Company shall have no lien on any share that has been charged by way of security to a Secured Institution."

All subsequent articles shall be renumbered accordingly. A copy of the articles of association of the Company as amended by resolution 3 are attached to this written resolution

By order of the Board



Registered in England and Wales no. 05995125

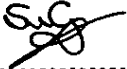
Registered office Ground Floor Suite River House, Maidstone Road, Sidcup, Kent DA14 5RH

Circulation date: 26 AUGUST 2016

The Resolutions will lapse if not passed before the end of the period of 28 days beginning with the circulation date

AGREEMENT

We, the undersigned, being the sole member of the Company entitled to vote on the Resolutions on the circulation date, hereby signify our agreement to the Resolutions



SEEBECK 133 LIMITED

26 AUGUST 2016

DATED

NOTE

• You may signify your agreement to the Resolutions by signing a hard copy of this document and delivering it by hand or sending it by fax or email to the Secretary, any director, the Company's solicitors EMW or the registered office.

Company No:-

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

LPM ACQUISITIONS LIMITED

(as amended by Special Resolutions dated 30 October 2008 and 26 AUGUST 2016)
PRELIMINARY

- 1 Subject as hereinafter provided, the regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles shall apply to Company. References herein to Table A are to the said Table A.
- 2 These Articles and the regulations incorporated herein shall take effect subject to the requirements of the Companies Act 1985 (as modified or re-enacted from time to time) and of every other Act for the time being in force affecting the Company (hereinafter together referred to as "the Statutes").
3. In these Articles, where the context so permits, words importing the singular number only shall include the plural number, and vice versa; words importing the masculine gender only shall include the feminine gender, words importing persons shall include corporations; the expression "paid up" shall include credited as paid up, and reference to an article is to an article of these Articles and to a paragraph to a paragraph of the article in which the reference appears.

SHARE CAPITAL

- 4 The authorised share capital of the Company as at the date of adoption of these Articles is £1,000 divided into 1,000 ordinary shares of £1 each.
- 5 (A) The directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985, at any time or times during the period of five years from the date of the incorporation of the Company, to allot, or to grant any right to subscribe for or to convert any security into, all or any of the unissued shares in the authorised share capital of the Company at such date.

(B) The authority contained in paragraph (A) shall expire at the end of the period referred to therein, but such authority shall allow the Company to make an offer or agreement before the expiry of such authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted,

after the expiry of such authority and shall allow the directors to allot shares and grant rights pursuant to any such offer or agreement as if such authority had not expired

6. The powers from time to time vested in the directors to allot equity securities (as defined section 94(2) of the Companies Act 1985) shall be exercisable as if section 89(1) of such Act did not apply to the allotment thereof.

TRANSFER OF SHARES

7. The instrument of transfer of a share shall be signed by the transferor who shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. In the case of a partly paid share the instrument of transfer must also be signed by the transferee. Regulation 23 of Table A shall not apply

* See addendum attached

GENERAL MEETINGS

8. Regulation 54 of Table A (votes of members) shall be deemed to be modified by inserting after the words "present in person" the words "or by proxy"
9. An instrument appointing a proxy shall be in such form as may be specified by, or acceptable to, the directors, provided that any such form shall not prevent any member indicating the manner in which his proxy is to exercise his vote. Regulations 60 and 61 of Table A shall not apply.
10. No business shall be transacted at any general meeting except when a quorum is present. Two members present in person or by proxy or by corporate representative shall be a quorum at any general meeting, provided that if at any time there shall only be one member, such member present in person or by proxy or by corporate representative shall be a quorum. Regulation 40 of Table A shall be deemed to be modified accordingly.
11. In the case of an equality of votes (whether on a show of hand or a poll), the chairman at any general meeting shall not be entitled to a second or casting vote. Regulation 50 of Table A shall not apply.
12. A resolution in writing signed by all the members of the Company entitled to receive notice of and attend and vote at a meeting of the Company or of any class of members of the Company (which resolution may consist of several documents in the like form each signed by one or more of the said members) or a resolution to which every such member has signified his approval in writing or by cable, facsimile transmission or telex shall be as valid and effectual as if it had been passed at a meeting of the Company or of such class of members of the Company (as the case may be) duly called and constituted. In the case of a corporation the resolution may be signed or approved on its behalf by a director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 of Table A shall not apply

DIRECTORS

13. The directors shall, unless otherwise determined by an ordinary resolution of the Company, be not less than one in number. Regulation 64 of Table A shall not apply.
14. (A) The holder(s) for the time being of a majority of the ordinary shares of the Company for the time being in issue may from time to time

appoint any person or persons as a director or directors of the Company and may remove any or all of the directors for the time being. Any such appointment or removal shall be made in writing signed by the holder or holders for the time being of the majority of the ordinary shares of the Company for the time being in issue; in the case of a body corporate holding any such shares, the signature of any one of its directors or its duly appointed representative shall suffice. Any such appointment or removal shall take effect on and from the time at which it is lodged at the registered office of the Company

- (B) In addition to the circumstances set out in regulation 81 of Table A, the office of a director shall be vacated if he is removed from that office in accordance with this article
 - (C) The directors shall have power at any time and from time to time to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors.
 - (D) Regulations 73 to 75 (inclusive) of Table A and all other references in Table A to retirement by rotation shall not apply
15. (A) The quorum for a meeting of the directors shall be two directors present in person or on the telephone except where there is only one director in office Regulation 89 of Table A shall not apply.
- (B) In the case of an equality of votes at any meeting of the directors, the chairman of the meeting will not have a second or casting vote Regulation 88 of Table A shall be deemed to be modified accordingly
- (C) Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them, whether or not they are within the United Kingdom. The last sentence in regulation 66 of Table A and the third sentence of regulation 88 shall be deemed to be deleted.
- (D) Any director may participate in a meeting of the directors or a committee of the directors by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and speak to each other Participation in any such meeting in this manner shall be deemed to constitute presence in person at the meeting
- 16 A resolution in writing signed by all the directors or by all the members of a committee for the time being (which resolution may consist of several documents in the like form each signed by one or more of such directors or members of such committee) or a resolution to which every such director or every such member of a committee has signified his approval in writing or by cable, facsimile transmission or telex shall be as valid and effectual as if it had been passed at a meeting of the directors or of such committee (as the case may be) duly called and constituted. A resolution signed by a director need not be signed by his alternate director (acting as such) and vice versa Regulation 93 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS

17. (A) The directors may grant or procure the grant by the Company, either alone or in conjunction with another or others, of retirement pensions

or annuities, gratuities or allowances, to any person (or to such person's spouse or dependants) who has been an officer or been in the employment of the Company or of any subsidiary or former subsidiary of the Company or any predecessor in business of any of them. Regulation 87 of Table A shall not apply.

- (B) The directors may procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or its members.
18. Subject to his having declared his interest in accordance with the Statutes, a director may vote as a director in regard to any transaction or arrangement or proposed transaction or arrangement in which he is interested or upon any matter arising therefrom and, if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such transaction or arrangement is under consideration. Regulation 94 of Table A shall not apply.

EXECUTIVE DIRECTORS

19. (A) The directors may from time to time appoint one or more of their body to hold any executive office in the Company, including, the offices of Chairman, Vice-chairman and Managing Director, for such period and on such terms as they think fit, and (without prejudice to any claim for damages for breach of any agreement between any such person and the Company) may revoke such appointment.
- (B) Any director holding executive office in the Company shall receive such remuneration whether by way of salary, commission or participation in profits (or partly in one way and partly in another) as the directors may determine.
- (C) The directors may entrust to and confer upon any director holding executive office in the Company any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.
- (D) Regulation 72 of Table A shall be deemed to be modified accordingly.

INDEMNITY

20. Subject to the provisions of the Statutes, every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all liability which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto; and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. Regulation 118 of Table A shall not apply.

Name and address of subscriber

Number of shares taken by the
subscriber

J.D.F. / ms

MH NOMINEES LIMITED
12 Great James Street
London WC1N 3DR

ONE

Dated the 10 November 2006

Witness to the above signature:

L Picardo

L PICARDO
12 Great James Street
London WC1N 3DR

ADDENDUM

ARTICLE 8

- 8 Notwithstanding anything contained in these articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration of it where the transfer
- (i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution ("**A Secured Institution**"); or
 - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles of or otherwise howsoever to require such shares to be transferred to them whether for consideration or not".

ARTICLE 9

9. The Company shall have no lien on any share that has been charged by way of security to a Secured Institution