

Company Number: 05107560

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PIERCE GROUP LIMITED

Circulation Date 31st July 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as resolutions of the Company

SPECIAL RESOLUTIONS

- 1 That the issued share capital of the Company is reduced by cancelling and extinguishing 580,499 £1 A shares, 500 £1 B shares, 1 £1 C share and 8 £1 D shares in the Company (leaving one £1 A share in issue)
- 2 That the Company's existing capital redemption reserve of £64,500 be cancelled
- 3 That the draft Articles of Association circulated with this written resolution initialled by Paul Warren by way of identification be approved and adopted as the Articles of Association of the company in substitution for, and to the exclusion of, all the existing Articles of the company
- 4 Subject to the passing of Resolutions 1, 2 and 3 above, that the remaining 1 £1 ordinary A share in the Company shall be reclassified as a £1 ordinary (non-redeemable) share with full rights as regards to voting, dividends and capital

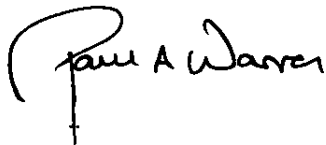
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AGREEMENT

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

The undersigned, the sole person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions

Signed by



a director, duly authorised, for and on behalf of **Pierce Newco Limited**

Date 31/7/14

SATURDAY



A10 09/08/2014 #101
COMPANIES HOUSE

NOTES

1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company at the Company's registered office or to the Company's Solicitors Davis Blank Furniss at 90 Deansgate, Manchester (Ref AEM)

You may not return the Resolutions to the Company by any other method

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 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3 Unless, within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date