

THE COMPANIES ACT 2006

WRITTEN SPECIAL RESOLUTIONS

of

HAYES & PARTNERS LIMITED ("the Company")

Company No 1893312

Passed on the [30] day of [April] 2013

The signatories to this Resolution, being 75% of all members of the above-mentioned Company (which is a private company) entitled to attend and vote at a general meeting of the Company called for the purpose of passing these Resolutions, make these Written Resolutions, pursuant to section 288 of the Companies Act 2006

IT WAS RESOLVED THAT:

1 The terms of the contract proposed to be made between IAN ANDREW HAYES (the Seller) and the Company for the purchase of 3000 Ordinary shares in the Company, on the terms set out in the copy of the contract produced to this meeting, and for the purpose of identification only signed by the chairman of the meeting, are hereby authorised

2 If and in so far as any provision of the Company's Articles of Association would (but for this Resolution) have to be complied with before the terms of the proposed contract may properly be fulfilled, such provision shall be waived

Signed

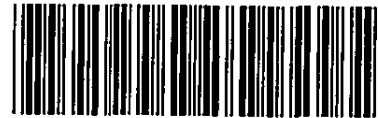


ELEANOR HALL

**FIRST CORPORATE
16 CHURCHILL WAY
CARDIFF
CF10 2DX**

**TEL: 029 2022 9060
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THURSDAY



A25 *A280TZAY* 09/05/2013 #184
COMPANIES HOUSE

NOTES TO THE MEMBERS

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above, and return the signed version either by hand to the Company Secretary

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

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply or sign

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

3 Unless, by [] 2013, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date