

Company Number: 02620102

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

TATEHINDLE LIMITED

TUESDAY



A25 *A52SWDKX* #345
15/03/2016
COMPANIES HOUSE

Circulation Date: 9TH FEBRUARY 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the directors of the Company propose that the resolution below be and is hereby passed as a special resolution ("**Resolution**")

SPECIAL RESOLUTION

That the existing Articles of Association of the Company be and are hereby amended by the insertion of a new article 15 in the form set out below, and the Articles of Association, as so amended, shall take effect immediately and be adopted as the new Articles of Association of the Company

- "15A A transmittee entitled (whether as personal representative, beneficiary or otherwise) (**Transferor**) to a share in consequence of the death of a shareholder shall, unless the directors resolve otherwise, be deemed to have given a Transfer Notice, upon the day after the date 6 months following the date of death of the shareholder concerned, in respect of all the shares then registered in the name of the deceased shareholder and in respect of all shares which the deceased shareholder is then entitled to have registered in his or her name (together the **Relevant Shares**)
- 15B A Transfer Notice under Article 15A shall be a notice offering to sell all of the Relevant Shares to the other shareholders for an aggregate price of £1 (**Price**), and the Company shall be constituted the agent of the Transferor for the purpose of such sale
- 15C The Company shall notify the shareholder or shareholders (other than the Transferor) of the Relevant Shares being offered for sale to him or them under the deemed Transfer Notice and invite him or them to state in writing whether he or they wish to purchase all, but not some only, of the Relevant Shares at the Price In the case of more than one such shareholder, the Relevant Shares shall be offered pro rata to their existing shareholdings
- 15D If any shareholder or shareholders apply, within 2 months of the date of receipt of the notification under Article 15C, for all of the Relevant Shares, the Company shall allocate the Relevant Shares to such shareholder or shareholders
- 15E If the Company delivers or sends to the Transferor for execution a transfer or transfers of the Relevant Shares, the Transferor shall be bound, upon payment of the Price, to deliver

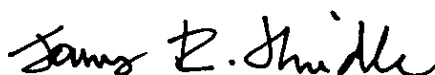
the said transfer or transfers duly signed to the person or persons named therein as the transferee (**Purchaser**) together with the relevant share certificate or certificates

- 15F The Transferor shall be deemed to have appointed each of the directors and the secretary jointly and severally as his or her attorney to sign a transfer of all or any of the Relevant Shares to a Purchaser, should he or she fail to do so forthwith upon receipt of the Price in respect thereof, and to execute an appropriate form of indemnity should he or she fail to deliver to the Company either the relevant share certificate or certificates or such an indemnity duly executed upon payment to him or her of the Price in respect thereof The receipt of any director or of the secretary for the purchase money shall be a good discharge to the Purchaser (in circumstances where it is paid to the Transferor by the company on his or her behalf), and, after his or her name has been entered in the register of members in purported exercise of this power, the validity of the proceedings shall not be questioned by any person The Purchaser or (in circumstances where it is to be paid by the Company on his behalf) the Company may pay the purchase money by posting a cheque (which shall be at the risk of the Transferor) to the Transferor at his or her address as shown in the register of members "

Agreement

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

The undersigned, persons entitled to vote on the above Resolution on _____ 2016, hereby irrevocably agree to the Resolution



Date 9th Feb 2016

James Robert Hindle



Date 9 February 2016.

Andrew Brian Tate

NOTES

- 1 If you agree to the Resolution, 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 Almina Robinson of Shakespeare Martineau, Two Colton Square, Leicester, LE1 1QH
 - **Post** returning the signed copy by post to Almina Robinson of Shakespeare Martineau, Two Colton Square, Leicester, LE1 1QH

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 You can choose to vote for all or none of the Resolution, you cannot agree to vote in favour of some only

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

- 3** If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document