

Company number 08961802

Private Company Limited by Shares

Written Resolution

of

Conmitto Limited (the "Company")

Date of circulation. *24th Sept* 2015

Ordinary Resolutions

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions are passed as ordinary resolutions.

1 Authority to allot

THAT, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £180 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 20 July 2020

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.

2 Sub-division of shares

THAT, the 1 ordinary share of £1 00 each in the issued share capital of the Company be sub-divided into 100 ordinary shares of £0 01 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £1.00 each in the capital of the Company as set out in the Company's articles of association to be adopted pursuant to resolution 4

Special Resolutions

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

3 Dis-application of pre-emption

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall.

2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £180; and

2.2 expire on 20 July 2020 (unless renewed, varied or revoked by the Company prior to or on that date)



4 Articles of association

THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

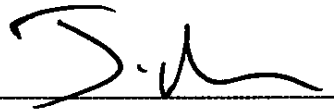
Together the Ordinary Resolutions and Special Resolutions being the "**Resolutions**".

Agreement

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

As a person entitled to vote on the Resolutions on **[insert circulation date]** 2015, I hereby irrevocably agree to the Resolutions.

Signed by James Parris



Date

24/9/15

Notes

1 If you agree with the Resolutions, 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 James Parris.
- **Post:** returning the signed copy by post to James Parris, 9 Bridle Close, Surbiton Road, Kingston Upon Thames, Surrey, KT1 2JW.
- **Email:** by attaching a scanned copy of the signed document to an e-mail and sending it to jp@committo.co.uk. Please enter "Written resolution" in the e-mail subject box.

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, by **[insert lapse date – which will be the end of 28 days beginning with the circulation date]** 2015, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 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

Conmitto Limited (the "Company")

(Company Number: 08961802)

Written Resolutions of the Sole Director

The undersigned, being the sole director of the Company (the "**Sole Director**"), hereby consents to the adoption of the following resolutions in accordance with Article 8 of the articles of association of the Company

1 Allotment and sub-division of shares

1.1 It was noted that:

1.1.1 the Sole Director was duly authorised to affect the sub-division of 1 ordinary share of £1.00 each in the issued share capital of the Company into 100 ordinary shares of £0.01 each in the capital;

1.1.2 the Company had adopted new articles of association in substitution for, and to the exclusion of, the existing articles of association,

1.1.3 the Sole Director was.

(a) duly authorised by an ordinary resolution passed under section 551 of the Act to exercise any power of the Company to allot shares in the Company up to an aggregate nominal amount of £180; and

(b) empowered by a special resolution passed under section 570 of the Act to allot equity securities as if the pre-emption rights under section 561 of the Act did not apply.

1.1.4 conditional on the passing of the resolution in paragraph 2.1.1 below the Company had received a subscription letter from James Parris for the allotment and issue to him of 9,900 ordinary shares of £0.01 each in the capital of the Company (the "**First Allotment**");

1.1.5 pursuant to a letter sent to individuals who wished to subscribe for B Ordinary Shares setting out the terms of their investments the Company had received subscription letters from the persons listed below for the allotment and issue to them of the number of B Ordinary Shares in the capital of the Company set out against their respective names (the "**Second Allotment**").

Name	Number of B Ordinary Shares of £0.01 each	Paid up
Keith Phillips	555	£5.55
Paul Sheehan	555	£5.55

2 Resolutions

2.1 The Sole Director, by his signature, confirms that he has carefully considered the matters set out in paragraph 1, including having regard to the matters referred to in section 172(1) of the Companies Act 2006, and **IT IS RESOLVED that**.

2.1.1 the sub-division of 1 ordinary share of £1.00 each in the issued share capital of the Company into 100 ordinary shares of £0.01 each in the capital of the Company be approved;

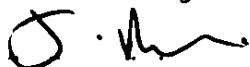
2.1.2 subject to the passing of the resolution in paragraph 2.1.1, to accept the application for the First Allotment and to allot and issue to the applicant, in accordance with the terms of the application, the shares applied for, credited as fully paid;

2.1.3 to accept the applications for the Second Allotment and to allot and issue to the applicants, in accordance with the terms of their applications, the shares applied for by each of them respectively, credited as fully paid;

2.1.4 to prepare share certificates in respect of the allotted and issued shares and to arrange for the share certificates to be executed by the Company and delivered to the applicants;

2.1.5 to enter each applicant's name on the register of members of the Company as the holder of the shares allotted and issued to that applicant and make all other necessary and appropriate entries in the books and registers of the Company, and

2.1.6 to authorise the Sole Director of the Company to do all such acts and things and agree and execute on behalf of the Company all such documents to which the Company is a party and all other documents as may be required and generally to sign all such certificates, notices and other documents as may be necessary or desirable in connection with the First Allotment and Second Allotment, subject in each case to such amendments as those executing the same on behalf of the Company consider fit.



James Parris

Date: 24/9/15

Conmitto Limited (the "Company")

(Company Number: 08961802)

Written Resolutions of the Sole Director

The undersigned, being the sole director of the Company (the "**Sole Director**"), hereby consents to the adoption of the following resolutions in accordance with Article 8 of the articles of association of the Company.

1 Written Resolution of the shareholders

1.1 The Sole Director noted that the Company wished to circulate the attached written resolution (the "**Written Resolution**") seeking consent from the member of the Company to.

1.1.1 sub-divide the 1 ordinary share of £1.00 each in the issued share capital of the Company into 100 ordinary shares of £0.01 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £1 each in the capital of the Company as set out in the Company's articles of association to be adopted pursuant to the Written Resolution;

1.1.2 adopt new articles of association of the Company in the form attached to the Written Resolution;

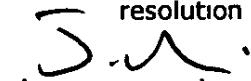
1.1.3 grant the director a general and unconditional authority under section 551 of the Act to allot shares in the Company up to an aggregate nominal value of £180 with such authority to expire on 20 July 2020; and

1.1.4 disapply pre-emption rights pursuant to section 570 of the Act to allow the director to allot shares up to an aggregate nominal value of £180 in the Company pursuant to the Allotment Authority as if section 561 of the Act did not apply to such allotment with such authority to expire on 20 July 2020.

2 Resolutions

2.1 The Sole Director, by his signature, confirms that he has carefully considered the Written Resolution, including having regard to the matters referred to in section 172(1) of the Companies Act 2006, and **IT IS RESOLVED:**

2.1.1 that the Written Resolution be approved in the form attached to this resolution and be circulated to the eligible members of the Company



James Parris

Date: 24/7/15