

Company No. 5766948

CERTIFIED AS A TRUE COPY
OF THE ORIGINAL
Randall
Dated *11th February 2016*
RAMSDENS SOLICITORS INC. BAXTER CAULFIELD
HUDDERSFIELD HD1 1LY

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION

of

CHANCELLOR FINANCIAL MANAGEMENT LIMITED

CIRCULATION DATE : 1st February 2016

The sole director of the Company proposes the following Resolution as a Special Resolution in accordance with the provisions of Sections 283 and 288 of the Companies Act 2006, that is to say -

SPECIAL RESOLUTION

That the Articles of Association of the Company be modified by -

- (a) deleting the words "preferred ordinary shares of £1 each ("preferred shares")," from Article 2(C);
- (b) deleting Article 2(D)(i) and the words "(ii) subject thereto" from line 1 of Article 2(D)(ii),
- (c) deleting the word "applied" from line 2 of Article 2(E),
- (d) deleting Articles 2(E)(i) and 2(E)(ii) and the words "(iii) thirdly, the balance shall be" from Article 2(E)(iii),
- (e) deleting the first sentence of Article 2(F);
- (f) deleting "45%" from the second sentence of Article 2(F) and replacing it with "90%",
- (g) deleting "5%" from the penultimate line of Article 2(F) and replacing it with "10%",

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- (h) deleting Article 2(G)(i) and Article 2G(ii),
- (i) renumbering Article 2(G)(iii) as Article 2(G)(i) and substituting the word “first” for the word “thirdly” on line 1 thereof,
- (j) renumbering Article 2(G)(iv) as Article 2(G)(ii) and substituting the word “secondly” for the word “fourthly” on line 1 thereof, and
- (k) deleting Article 2(H)

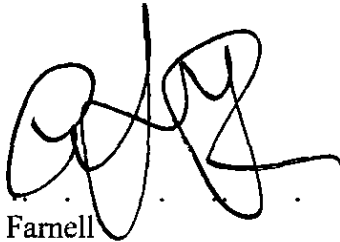
Please read the following notes before signifying your agreement to the Special Resolution set out above:-

Notes

- 1 If you agree to the Resolution set out above please indicate your agreement by signing and dating this document where indicated below and returning it either to the Company at its registered office or to Ramsdens Solicitors LLP at 13 Station Street, Huddersfield, HD1 1LY
- 2 If you do not agree to the Resolution set out above, you need not do anything You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the above Resolution, you may not revoke your agreement
- 4 Unless sufficient agreement has been received to pass the above Resolution as a Special Resolution before the expiration of a period of 28 days beginning with the circulation date specified above, the Resolution will lapse
- 5 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 Company’s Register of Members
- 6 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 to the Company or to Ramsdens Solicitors LLP when signifying your agreement to the above Resolution

Agreement

The undersigned, being a person entitled to vote on the above Resolution as at the date of its circulation, hereby irrevocably agrees to such Resolution



G Farnell

Date

2/2/16



(Mrs) P D Farnell

Date

2/2/16