

P MAKAM LIMITED

COMPANY NUMBER: 06724193

**SPECIAL RESOLUTION ALTERING EXISTING MEMORANDUM OF
ASSOCIATION**

That the Memorandum of Association of the Company be altered as follows.

1 By inserting the following sections

5(b) The authorised share capital of the Company is
to be divided as follows

100 "A" Ordinary Shares of £1 each
100 "B" Ordinary Shares of £1 each
100 "C" Ordinary Shares of £1 each
100 "D" Ordinary Shares of £1 each
100 "E" Ordinary Shares of £1 each

5 (c) Rights of classes of Ordinary Shares.

Subject to Sections 5(d) to 5(g) inclusive or as it otherwise specifically provided in this Memorandum the "A" Ordinary Shares, the "B" Ordinary shares, the "C" Ordinary shares, the "D" Ordinary shares, and the "E" Ordinary shares shall rank *pari passu*, but shall constitute four separate classes of shares.

5 (g) Restrictions on transfer

The "C" Ordinary Shares, the "D" Ordinary Shares, and the "E" Ordinary Shares and any interest therein shall not be transferable except

- (i) With the written consent of the Directors (and then only on the terms specified by them), or
- (ii) On and after the earlier of (i) the admission of any of the Company's shares to the Official List of [The international Stock Exchange of the United Kingdom and the Republic of Ireland Limited ("The Stock Exchange") and (ii) the granting of any application by the Company for the dealing in any of the Company's shares on any other public securities market (including the Alternative Investment Market) (each a "Listing")

TUESDAY



A19

A56PQ24A

10/05/2016

#256

COMPANIES HOUSE

5 (h) Restrictions attaching to class "C" Shares, class "D" Shares and class "E" Shares

- (i) The holders of "C" Ordinary Shares, of "D" Ordinary Shares and of "E" Ordinary Shares shall have no rights to appoint or remove directors of the Company or to vote at any general, ordinary or extraordinary meeting of the Company
- (ii) The holders of "C" Ordinary Shares, of "D" Ordinary Shares and of "E" Ordinary Shares shall not have the right to request an audit and their capital entitlement on the sale of the shares shall not exceed £1 per share

5 (i) Variation of class rights

The rights attaching to the "A" Ordinary Shares and the "B" Ordinary Shares shall only be adversely varied with the consent in writing of the holders of no less than 75 per cent of the "A" Ordinary Shares and the "B" Ordinary Shares or by an extraordinary resolution passed at a separate class meeting of the holders of the "A" Ordinary Shares and the "B" Ordinary Shares. Any variation which does not adversely affect their rights shall not require such consent.

5 (j) Purchase of own shares

Regulation 35 of Table A shall be modified by the deletion of the words "otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares" and the substitution for them of the words "whether out of its distributable profits or out of the proceeds of a fresh issue of shares or otherwise"


P Makam Esq.

Dated: 1st March 2016