

Company Number 07564615

The Companies Act 2006

Company limited by shares

GOODGAME PROPERTIES LIMITED

**Resolution in writing of the eligible members of the company
passed in accordance with Section 288 of the Companies Act 2006**

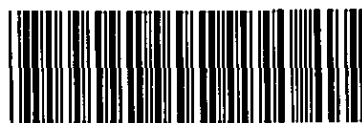
We, the undersigned, being the required majority of eligible members of the company resolve as follows

Special resolution

That the existing articles of association of the company be amended by the inclusion of the following new article 22 (3) within The Companies (Model Articles) Regulations, 2008 as already adopted by the company

- 22 (3) the company may issue £1 nominal value 2 5% Preference shares The Preference shares shall confer on the holders thereof the following
- (a) the right to receive in each financial year of the company the preference dividend (ranking in priority to any payment of dividend to the holders of any other class of shares of the company)
 - (b) the right to be paid the preference dividend on or before the expiry of 3 months following the company's accounting reference date in each year
 - (c) no right to cumulative dividends arising from the company's inability to pay the preference dividend in any financial year in which the company's profits were insufficient to pay the preferential dividend
 - (d) the right, on a return of assets on a liquidation, reduction of capital or otherwise, that the surplus assets of the company remaining after payment of its debts and liabilities shall be applied towards paying to the holders of the Preference shares in proportion to the amounts paid up or credited as paid up thereon (including any premium at which such shares were issued) the amounts so paid up or credited as paid up thereon, in priority to any rights attaching to the Ordinary shares and the holders thereof

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Special resolution (continued)

- (e) the right for the holders of Preference shares to receive notice of and to attend (either in person or by proxy) at any general meeting of the company but not to speak or vote at any such meeting unless
- (i) a resolution to vary, modify alter or abrogate (whether directly or indirectly) any of the rights, privileges, limitations or restrictions attaching to the Preference shares or to wind up the company or to reduce its share capital is proposed at the meeting (in which case the holders of the Preference shares shall be entitled to vote only on such resolution), or
- (ii) the resolution relates to the declaration of a dividend and where at the date of such resolution, the Preference dividend is in arrears,

in which event every holder of Preference shares who (being an individual) is present at a meeting in person or (being a corporation) is present by a duly authorised representative not being himself a member entitled to vote shall upon a show of hands have one vote (in addition to any entitlement as the holder of other classes of shares) and upon a poll every member who is present in person, or by proxy, shall have one vote per share

Dated the fifteenth day of May 2015



Peter Roulston Goodgame



Steven Roulston Goodgame