

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

FISHER MOY INTERNATIONAL GROUP LIMITED

(a company registered in England no 07670952)

("the Company")

**WRITTEN RESOLUTION
OF
MEMBERS**

TUESDAY



Circulation Date: 27th January 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below is hereby passed as ordinary resolutions ("**the Resolutions**"), the signatories hereto acknowledging that a copy of the documents referred to therein were submitted to them at or before the time the proposed resolutions were submitted to them

SPECIAL RESOLUTIONS

That notwithstanding the interests of the directors of the Company, it was resolved that

- (a) an unlimited guarantee (the "OGA") to John Fisher ("JF") pursuant to which the Company, Fisher Moy International Limited ("FMIL") and Sturgess Enterprises Limited ("SEL") agree to guarantee the liabilities of each other to JF be approved and that any two directors or any one director and the company secretary or any one director in the presence of a witness be authorised to execute the form of OGA as a deed (with such amendments thereto as they in their absolute and unfettered discretion shall think fit),

- (b) a debenture (the "Debenture") in favour of JF creating fixed and floating charges over the whole assets of the Company to secure repayment to JF of all monies and liabilities at any time due, owing or incurred by the Company to JF including, without limitation, pursuant to the OGA be approved and that any two directors or any one director and the company secretary or any one director in the presence of a witness be authorised to execute the form of the Debenture as a deed (with such amendments thereto as they in their absolute and unfettered discretion shall think fit),
- (c) each written resolution (the "Subsidiary Written Resolutions") pursuant to which the Company, as the sole member of FMIL and SEL (the "Subsidiaries"), would approve each Subsidiaries entry into the OGA and Debenture be approved and that any director be authorised to sign each Subsidiary Written Resolutions on behalf of the Company, and
- (d) the consideration and/or approval by the Company of the OGA, the Debenture and/or the Subsidiary Written Resolutions and all matters in connection therewith be and hereby are approved for all purposes and the directors of the Company be and hereby are authorised and permitted to vote on and be counted in the quorum at any meeting of the directors at which the OGA, the Debenture and/or the Subsidiary Written Resolutions and any related matters are considered notwithstanding that some or all of the directors may have an interest in the OGA, the Debenture and/or the Subsidiary Written Resolutions being entered into

By order of the Board

Secretary / Director



Registered in England and Wales with Company No 07670952

Registered office

Southwater House

Chilton Business Centre