

IPM Facilities Limited Pension Fund
c/o The Administrator
Pension Practitioner .Com Limited
Daws House
33-35 Daws Lane
London
NW7 4SD

Date: 29th June 2016

Dear Sirs,

The Company has agreed to make a cash pension contribution to the Scheme of £180,000 the provision of retirement benefits to invited scheme members.

Having regard to the resources of the Company, we propose to settle this contribution in the form of an in-specie payment represented by 180,000 redeemable preference shares of £1.00 in the Company.

This asset will not give rise to an assessment under Sections 174A, 185A to 185I, 273ZA and Schedule 29A Finance Act 2004.

Would you please advise if this is acceptable.

Yours faithfully



Mark Noakes
Director

Find us on:



IPM Facilities Limited
Charwell House
Wilsom Road
Alton.
GU34 2PP

Company No. 04135159

SHAREHOLDERS' SPECIAL RESOLUTION

The Articles of Association dated 12 December 2000 are in force at the date of this Resolution.

By way of a Shareholders' ordinary resolution, the company is empowered to issue shares with such rights or restrictions as may be determined by ordinary resolution.

The Shareholders, by special resolution, resolve to dis-apply under 571 Companies Act 2006 in respect of the allotment and issue of new ordinary and preference equity shares.

Signed by all shareholders



Mark Noakes

IPM Facilities Limited
Charwell House
Wilsom Road
Alton.
GU34 2PP

Company No. 04135159

ORDINARY RESOLUTION

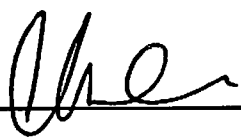
The Articles of Association dated 12 December 2000 are in force at the date of this Resolution.

That the Directors are hereby generally and unconditionally authorised under Clause 22 of the Articles of Association and under section 551 of the Companies Act 2006 and, subject to the conditions therein, to exercise all powers of the Company to issue new shares as may be determined by ordinary resolution.

The directors have resolved to create a class preference B shares the rights attaching to those shares shall are set out in the attached schedule. Further that:

- (a) the aggregate of the nominal amount of such B preference shares shall be £1.00 each and every share and the nominal amount of the shares in respect of which such securities confer the right to subscribe or convert, shall not exceed £360,000; and
- (b) this authority shall expire on 5 years after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Signed:



Mark Noakes

IPM Facilities Limited
Charwell House
Wilsom Road
Alton.
GU34 2PP

Company No. 04135159

SHAREHOLDERS' ORDINARY RESOLUTION

The Articles of Association dated 12 December 2000 are in force at the date of this Resolution.

The Shareholders, by Shareholders' ordinary resolution, grant the Directors authorisation under section 551 of the Companies Act to exercise all powers of the Company to create new shares as may be determined by ordinary resolution.

This authority:

- (b) limits the value of the shares to £1.00 each and the nominal amount of the shares, in respect of which such securities confer the right to subscribe or convert, shall not exceed £360,000; and
- (c) shall expire on 5 years after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.



Mark Noakes

DATED

29th June 2016.

SUBSCRIPTION AND SHAREHOLDERS' AGREEMENT

Relating to IPM FACILITIES LIMITED

DATE 29th June 2016

PARTIES

- (1) Trustees of IPM Facilities Limited Pension Fund of Daws House, 33-35 Daws Lane, London, NW7 4SD, (the "Investor");
- (2) IPM Facilities Limited whose registered office is situate at Charwell House, Wilsom Road, Alton. GU34 2PP (Company No.04135159) (the "Company")
- (3) Mark Noakes c/o Charwell House, Wilsom Road, Alton. GU34 2PP (the "Shareholders")

INTRODUCTION

- (A) The Company is a company limited by shares, brief particulars of which are set out in schedule 2.
- (B) Details of the legal and beneficial ownership of the share capital of the Company are set out in parts 1 and 2 of schedule 3.
- (C) The Investor wishes to subscribe for shares in the capital of the Company on and subject to the terms of this agreement.
- (3) The Shareholders consent to this subscription.

AGREED TERMS

1. Definitions

In this agreement, except where a different interpretation is necessary in the context, the words and expressions set out below shall have the following meanings:

"Accounts" means the audited balance sheet and profit and loss account of the Company or, if the Company has any subsidiaries, a consolidation of the audited balance sheets and profit and loss accounts of the Company and the Subsidiaries for the period ended on the Accounts Date in the agreed form;

"Accounts Date" means 30/06;

"Act" means the Companies Act 2006;

"Board" means the board of directors of the Company as constituted from time to time;

"Business" as more fully described in the Business Plan;

"Business Day" means a day on which the English clearing banks are ordinarily open for the transaction of normal banking business in the City of London (other than a Saturday or Sunday);

"Business Plan" means the business plan for the Company in the agreed form;

DATE:

29th June 2016

DEED OF ADHERENCE

THIS DEED is made on

BETWEEN:

The Trustees of the IPM Facilities Limited Pension Fund of Daws House 33-35 Daws Lane, London NW7 4SD (the "New Shareholder")

IPM Facilities Limited whose registered office is situate at Charwell House, Wilsom Road, Alton. GU34 2PP Company No. 04135159 (the "Company")

INTRODUCTION

- (A) The New Shareholder has subscribed for 180,000 class B shares of £1.00 each in the Company on 23 May 2015 and a further allotment of 180,000 class B shares of £1.00 each in the Company on 25 June 2016.
- (B) This Deed is entered into pursuant to an agreement (the "Shareholders' Agreement") dated between the Company and The Trustees of IPM Facilities Limited Pension Fund which is affixed to this Deed.

NOW IT IS AGREED as follows:

1. The New Shareholder confirms that he has received a copy of the Shareholders' Agreement and undertakes to be bound by all its terms that are capable of applying to him with effect from the date on which he is registered as a shareholder in the books of the Company
2. Nothing in this Deed shall release the Transferor of shares in the Company to the New Shareholder from any liability in respect of any obligations under the Shareholders' Agreement which were due to be performed by him before the date of this Deed.
3. This Deed shall be governed by and construed in accordance with English law and the New Shareholder submits to the jurisdiction of the English courts.

EXECUTED as a Deed on the date specified above.

Executed and Delivered as a Deed by **Mark Noakes**
acting as Trustee of the IPM Facilities Limited Pension Fund



in the presence of:

Signature of Witness:



Name(s) of Witness:

A. H. HERSLEY

Address of Witness:

92 FOREST ROAD
LISS FOREST
GU33 7BP

Executed and Delivered as a Deed by
IPM Facilities Limited

Acting by **Kim Renders**
Director

Kim Renders

in the presence of:

Signature of Witness:

A. Hithersay

Name(s) of Witness:

A. HITHERSAY

Address of Witness:

*92 FOREST RD
LISS FOREST
HANTS.
GU33 7BP*

SCHEDULE 4

Part 1:

Conditions to Completion

1. The passing of directors' and shareholders' resolutions in the agreed form at a duly convened Board meeting and a general meeting or by shareholders' written resolution to:
 - (a) increase the limit on the number of shares that may be allotted by the Company
 - (b) authorise the allotment of the New Shares;
 - (c) waive pre-emption rights in respect of the allotment and issue of the New Shares; and Business plan, No outstanding liabilities to executives, No litigation pending or threatened, Register of members correct, Insurance policies up to date, Creditors statement, Letter of creditworthiness, Undertaking in respect of interest in taxable property.

This agreement has been executed and delivered as a deed on the date shown on the first page.

SIGNED by

) 

ACTING BY A DIRECTOR OF IPM FACILITIES LIMITED
in the presence of:

Signature of witness:



Name of witness:

A. H. HITHERSAY

Address of witness:

92 Forest Rd
Liss Forest
Hants. GU33 7BP

SIGNED by

ACTING FOR THE TRUSTEES
OF THE IPM FACILITIES LIMITED
in the presence of:

) 

Signature of witness:



Name of witness:

A. H. HITHERSAY

Address of witness:

92 Forest Rd
Liss Forest
Hants.
GU33 7BP

Taxable Property Declaration

Scheme Name: The IPM Facilities Limited Pension Fund ("the Scheme")

Company Name: IPM Facilities Limited

We confirm in our capacity as Directors of the Company that in respect of the preference shareholding by the Trustees of the Scheme, that the Company does not have either directly or indirectly taxable property above £6,000 as at this date of declaration.

Further that in relation to this Scheme, the Company is not capable of having effect as to provide benefits to the scheme members.

Signed:



Director
Mark Noakes



Director
Kim ~~Noakes~~ Rendars

Information on the meaning of taxable property:

Taxable property can be defined as things that you can touch and move Examples are art, antiques, jewellery, fine wine, boats, classic cars, stamp collections, rare books, computers, office equipment and also residential property.

Assets used for the purpose of administration or management of the scheme will not be subject to the tax charges unless, exceptionally, they are held for the purpose of an arrangement relating to a member of the scheme.

A pension scheme can have an indirect holding of taxable property where it holds shares in a company that holds taxable property or that company holds another company which owns or has an interest in taxable property.

This summary is not intended to be definitive for further information please see the taxable property guide which is available from our administration team.

SH01

Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5.

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

① Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

8 Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.