

NGIF Ltd  
42 Corby Avenue  
Swindon  
Wiltshire  
SN3 1PR

**Company No. 09838483**

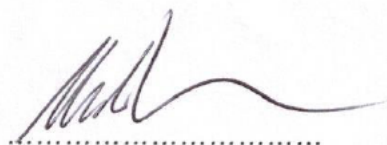
### **SHAREHOLDERS' SPECIAL RESOLUTION**

The Articles of Association dated 22/10/2015 are in force at the date of this Resolution.

Under Clause 39 Subsection 2 of the Articles of Association, the company is empowered to issue shares with such rights or restrictions as may be determined by the Directors.

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



.....

Shareholder  
Nicholas Greenaway

NGIF Ltd  
42 Corby Avenue  
Swindon  
Wiltshire  
SN3 1PR

**Company No. 09838483**

## **ORDINARY RESOLUTION**

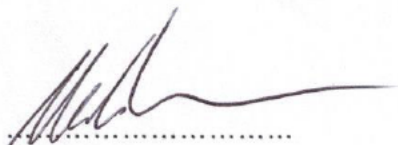
The Articles of Association dated 22/10/2015 are in force at the date of this Resolution.

That the Directors are hereby generally and unconditionally authorised under Clause 39, Subsection 2 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 C Preference Share, the rights attaching to those shares shall be set out in the attached schedule. Further that:

- (a) the aggregate of the nominal amount of such Class C 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 £119,000; 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:



Nicholas Greenaway  
Director  
NGIF Ltd