

Company Number. 02234443

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**THE WHEATLEY GROUP OF COMPANIES LIMITED (THE "COMPANY")**

Circulation Date 17 August 2011

Pursuant to Chapter 2 of Part 12 of the Companies Act 2006, the directors of the Company propose that the following resolution (the "**Resolution**") is passed as a special resolution of the members of the Company

**SPECIAL RESOLUTION**

THAT the issued share capital of the Company which is now £1,866,515 divided into £500,000 Ordinary Shares of £1 00 each and £1,366,515 Share Premium which are fully paid up, be reduced by £1,366,515 by reducing the Share Premium of the Company, such that the share capital of the Company so reduced is £500,000 being 500,000 Ordinary Shares of £1 00 each, that are fully paid up, and that the amount of £1,366,515 realised as a consequence of such reduction be credited to the reserves of the Company

***Agreement: Please read the notes at the end of this document before signifying your agreement to the Resolution.***

The undersigned, being persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution

Signed by Simon Francis Wheatley

*S.F. Wheatley*

Date of signature

17.8.11

Signed by Mark Peter Damien Wheatley

*[Signature]*

Date of signature

17.8.11

Signed by Wheatley Private Pension Scheme Trustees

*S.F. Wheatley* *[Signature]*

Date of signature

17.8.11

THURSDAY



\*AGHRTWZM\*

A10

25/08/2011

85

COMPANIES HOUSE