

Company number >>> Registration No.>>>

PRIVATE >>> SHARES

<<COMPANY NAME>>> ("Company")

<< Circulation Date (Date Of Board Meeting)>>

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution(s) (the "Resolution(s)").

ORDINARY RESOLUTION

[1.]

That the [share capital/<<insert class of shares>>] of the Company be redenominated from <<insert relevant currency, e.g. £ sterling>> to <<insert relevant currency e.g € Euro>> of <<the United Kingdom>> into <<the European Union>>.

Such redenomination to be effected at the rate of exchange of <<insert relevant rate>> on <<insert date>>, each existing [ordinary] share of <<£• insert relevant nominal amount>> in the capital of the Company shall be redenominated as an [ordinary] share of <<insert relevant nominal amount>> in the capital of the Company.

[2.]

[<<any further conditions requiring shareholder agreement>>]

AGREEMENT

Please read the notes at the end of the Resolution(s).

The undersigned, a person entitled to attend and vote at the meeting of the Company on << Circulation Date (Date Of Board Meeting) >>, hereby irrevocably agrees to the Resolution(s):

Signed by <<Name of member>>
Number of Shares held
Date

NOTES

1. If you agree to the Resolution(s), please return this document where indicated above and by mail to << Address >> or by email to << Email Address >> marked for the attention of <<Name>>

You may not return the Resolution(s) by any other method.

If you do not agree to the Resolution(s), please do not reply anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution(s), you may not revoke your agreement.

3. Unless, by << Date 28 Days After Closes for the Resolution(s) to pass, [it/they] is/are, please ensure that your agreement reaches us before

agreement by signing and dating this document and returning it by mail to << Address >> or by post to << Email Address >> or by fax to << Fax Number >>, in each case

other method.

do anything: you will not be deemed to

(s), you may not revoke your

agreement has been received to the Resolution(s), please ensure