

PRIVATE LIMITED COMPANY

WRITTEN RESOLUTION

OF

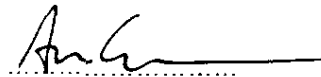
GE CAPITAL INVOICE FINANCE LIMITED
Company Number: 00417709 (the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTIONS

1. IT WAS RESOLVED that the issued share capital of the Company be and is hereby reduced from £2,500,000.00 (comprising 2,500,000 ordinary shares of £1.00 each (all of which are fully paid up)) to £1.00 (comprising of 1 ordinary share of £1.00) by cancelling and extinguishing 2,499,999 issued ordinary shares of £1.00 each.

By order of the Board:

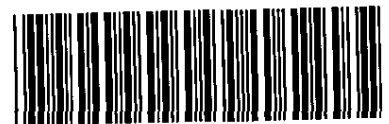


Directors/Secretary

18 October 2017

Date

FRIDAY



L6HQBQI

LD1

20/10/2017

#111

COMPANIES HOUSE

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 18 October 2017 (the "**Circulation Date**").
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
 - (A) A member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document:
 - (i) Identifying the resolution to which it relates, and
 - (ii) Indicating his/her/its agreement to the resolution;
 - (B) The document must be sent to the Company in hard copy form or in electronic form;
 - (C) A member's agreement to a written resolution, once signified, may not be revoked; and
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. Generally the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006). However, eligible members should signify their agreement to the written resolution at 1 above within 15 days of the Circulation Date. This is because additional stricter rules apply to a written resolution for reducing share capital. Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which resolution is agreed to (see sections 641(1)(a) and 642(1)(a) Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being the sole eligible member of the Company (as defined by section 289 of the Companies Act 2006):

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that both of the above resolutions are passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that the resolutions shall take effect as special resolutions.

For and on behalf of
BURNHILL EQUIPMENT FINANCE LIMITED



Director

20th Oct 17

Date