

**EBS MANAGEMENT PLC**

Company No. 00998606

The Companies Act 2006

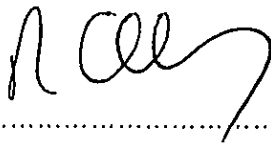
We, the undersigned, being the sole member of the Company, for the time being, entitled to attend and vote at General Meetings hereby pass the following resolution and agree that the said resolution shall, pursuant to section 288 of the Companies Act 2006, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

**Special Resolution**

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THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in Regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

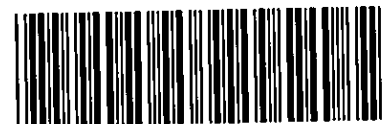
Passed on: 30 September 2016



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Director

Charles Stanley Group PLC

SATURDAY



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COMPANIES HOUSE

**EBS MANAGEMENT PLC**

Company No. 00998606

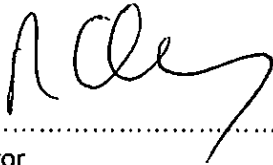
The Companies Act 2006

We, the undersigned, being the sole member of the Company, for the time being, entitled to attend and vote at General Meetings hereby pass the following resolution and agree that the said resolution shall, pursuant to section 288 of the Companies Act 2006, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Written Resolution

THAT the directors of the Company are granted a general and unconditional authority under section 551 of the Company Act 2006 to allot shares in the Company up to an aggregate nominal amount of £50,000 such authority to take effect as if section 561(1) of the Companies Act 2006 did not apply to any allotment.

Passed on: 30 September 2016



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Director

Charles Stanley Group PLC