

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PROGENY WEALTH LIMITED

Company Number: 01408197

(the "Company")

30 April 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions and special resolutions (as applicable) (together, the "**Resolutions**").

Unless otherwise defined or the context otherwise requires, words and expressions defined in the RCF (as defined below) bear the same meanings when used in these Resolutions.

ORDINARY RESOLUTIONS

- 1 **THAT** the terms and conditions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into in connection with the Revolving Credit Facility Agreement dated on or around the date of these Resolutions made between (1) The Progeny Group Limited (company number 09276612) (the "**Parent**") and (2) Santander UK plc (as Lender) (the "**RCF**"), are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors and the company secretary of the Company be and are hereby empowered, authorised and directed to complete and enter into such documents, being:
 - (a) the Cross Guarantee;
 - (b) the Debenture; and
 - (c) any other documents to be entered into in connection with or ancillary to the RCF or the other Finance Documents,(together the "**Documents**").
- 2 **THAT** the terms of, and the transactions contemplated by, the Documents are in the best interests of the Company and the entry into by the Company of the proposed transactions substantially on the terms in the Documents will promote the success of the Company for the benefit of its members as a whole;
- 3 **THAT** the directors have the authority of the Company to approve the terms of, and the transactions contemplated by, the Documents;
- 4 **THAT** any director and/or the company secretary of the Company be and are hereby empowered, authorised and directed to enter into and to sign those of the Documents



and all documents ancillary to them required to be signed under hand on behalf of the Company;

5 **THAT** any two directors or any director and the company secretary of the Company or any director of the Company in the presence of a witness (each an "Authorised Officer") be and are hereby empowered, authorised and directed to enter into and to execute and deliver as a deed on behalf of the Company those Documents and all documents ancillary to them which are required to be executed and delivered as a deed; and

6 **THAT** any Authorised Officer be authorised:

6.1 to execute any notice, certificate or other document required to be executed or delivered on behalf of the Company pursuant to any of the Documents;

6.2 to agree any amendments to the form of the Documents; and

6.3 to certify as true, complete and up to date copies of any documents required to be delivered to any person in connection with the Documents, including a copy of this Written Resolutions.

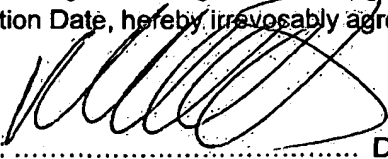
SPECIAL RESOLUTION

THAT the articles of association appended to this Resolution (the "New Articles"), and initialled by a director of the Company for identification, are hereby approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the sole eligible person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to each of the Resolutions set out above.

Signed:  Dated: 30 April 2020
for and on behalf of
Lawsco Holdings Limited

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) **By Hand:** delivering the signed copy addressed to the directors of the Company at the Company's registered office.
 - (b) **Post:** returning the signed copy by post addressed to the directors of the Company at the Company's registered office.
- 2 If you do not agree to all of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, before the end of the period of 28 days beginning on the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.