

**QUINDELL BUSINESS PROCESS SERVICES LIMITED**

(Company number: 01492207)

(the "Company")

**WRITTEN RESOLUTION OF THE MEMBERS OF THE COMPANY PURSUANT TO SECTION 288  
OF THE COMPANIES ACT 2006**

The directors of the Company propose that the following resolution be passed by the Company as a special resolution (the "**Special Resolution**");

**SPECIAL RESOLUTION**

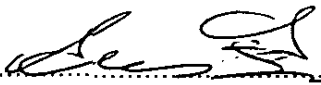
**Reduction of Capital**

1. **THAT** the capital of the company be reduced (the "**Reduction of Capital**"), by:
  - 1.1 cancelling all of the Company's share premium account of £1,579,000.00;
  - 1.2 cancelling all of the Company's capital redemption reserve of £47,166.70; and
  - 1.3 reducing the Company's share capital by £6,033,507.68 by reducing, the nominal value of each ordinary share by 9.9 pence from 10 pence to 0.1 pence,

such Reduction of Capital to take effect on the day on which the copy of this resolution (and the documents which must accompany it under section 644(1) of the Companies Act 2006) is registered by the Registrar of Companies at Companies House in accordance with section 644(3) of the Companies Act 2006.

*Members of the Company who are eligible members because they are entitled to vote on the resolutions on the circulation date (that is, the first date on which copies of the resolutions are sent to members, being 4 June 2020) should sign and date below to signify their agreement to the resolutions and return the signed document by hand or by post to the registered address of the Company for the attention of the directors of the Company.*

*These resolutions are conditional upon them being passed by the requisite majority by the end of the period of 15 days beginning with the circulation date, otherwise they will lapse.*

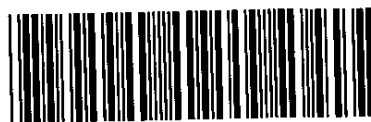
<p>Agreed</p> <p>Signed </p> <p>For and on behalf of</p> <p><b>WATCHSTONE GROUP PLC</b></p> <p>Date . 4 June 2020 .....</p>	<p>Holding 98.72% of the issued share capital in the Company entitled to vote on the resolution</p>
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Attachment:

Solvency Statement

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COMPANIES HOUSE

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### **Notes**

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company using one of the following delivery methods:
  - **Post:** returning the signed copy by post to Watchstone Group plc, Highfield Court Tollgate, Chandler's Ford, Eastleigh, Hampshire, England, SO53 3TY.
  - **Email:** by attaching a scanned copy of the signed document to an email and sending it to [lee.james@watchstonegroup.com](mailto:lee.james@watchstonegroup.com).

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. 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.
4. 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.

**PRINT OF WRITTEN RESOLUTION**

**QUINDELL BUSINESS PROCESS SERVICES LIMITED**

(Company number: 01492207)

(the "Company")

**WRITTEN RESOLUTION OF THE MEMBERS OF THE COMPANY PURSUANT TO SECTION  
288 OF THE COMPANIES ACT 2006**

**PASSED ON 4 JUNE 2020**

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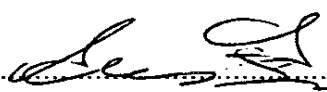
The following written resolution, having been duly proposed by the directors of the Company, was duly passed by the Company as a special resolution.

**SPECIAL RESOLUTION**

**Reduction of Capital**

1. **THAT** the capital of the company be reduced (the "**Reduction of Capital**"), by:
  - 1.1 cancelling all of the Company's share premium account of £1,579,000.00;
  - 1.2 cancelling all of the Company's capital redemption reserve of £47,166.70; and
  - 1.3 reducing the Company's share capital by £6,033,507.68 by reducing the nominal value of each ordinary share by 9.9 pence from 10 pence to 0.1 pence,

such Reduction of Capital to take effect on the day on which the copy of this resolution (and the documents which must accompany it under section 644(1) of the Companies Act 2006) is registered by the Registrar of Companies at Companies House in accordance with section 644(3) of the Companies Act 2006.

Signed ..........

Director

for and on behalf of **QUINDELL BUSINESS PROCESS SERVICES LIMITED**

Attachment:  
Solvency Statement



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08/06/2020  
COMPANIES HOUSE

#65