

Company number 1883830

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**STEER DAVIES & GLEAVE LIMITED (the "Company")**

**29 August 2019 (the "Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the "**Resolutions**").

**SPECIAL RESOLUTION**

- 1 **THAT** 330,000,000 B Shares of 0.001p each in the capital of the Company be consolidated and re-designated into 330,000 Ordinary Shares of 1p each in the capital of the Company having the rights and subject to the restrictions set out in the articles of association of the Company.
- 2 **THAT** with effect from the date of the passing of this resolution the draft articles of association attached to this resolution be adopted as the articles of the association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

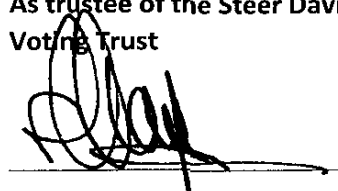
**AGREEMENT**

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

The undersigned, being entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Signed by

As trustee of the Steer Davies & Gleave  
Voting Trust



Date

29/8/2019

WEDNESDAY



RM

\*R8GP9A2W\*

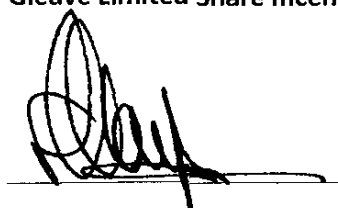
23/10/2019

COMPANIES HOUSE

#170

Signed by

for and on behalf of the Castlewood Trust & Company Limited, as trustee of the Steer Davies & Gleave Limited Share Incentive Plan



Date

29/8/2019