

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
BERKELEY FUTURES LIMITED (the "Company")

Date: 26 September 2019 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company (the "Directors") propose that:

- Resolution 1 is passed as an ordinary resolution; and
- resolution 2 below is passed as a special resolution,

(together, the "Resolutions").

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Act, the Directors (or a duly constituted committee of the directors) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £250.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date six months after the date this resolution is passed.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

SPECIAL RESOLUTION


2. THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £250.00; and
 - (b) expire on the date that is six months after the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

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



The undersigned, being the persons entitled to vote on the above resolutions on the Circulation Date (being the eligible members of the Company for the purposes of section 289 of the Companies Act 2006) irrevocably agree to the Resolutions:

Signed:  Date: 3 October 2019
BRITANNIA FINANCIAL GROUP
LIMITED

Signed: Date:
RICHARD GRIFFITHS

Signed: Date:
STEVEN MASON

Signed: Date:
MARC QUINN

Signed: Date:
SEBASTIAN JONES

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 with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by email to dbaon@britannia.com. 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.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, on or prior to the expiry of **28 days from 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
4. 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.
5. 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 to the Company.