

Company Number: 02559683

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

ATS GROUP LIMITED (the "Company")

31st October 2017 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as an ordinary resolution.

ORDINARY RESOLUTION

1. That the purchase by the Company from the shareholder named in the contract (a copy of which has been sent or submitted to each eligible member of the Company at or before the time at which this resolution was sent or submitted to that member for signature) of the second tranche of shares, being 3,000 ordinary shares, for a price of £ 3,494,770 pursuant to the said contract be and is hereby authorised and approved, provided that:

- (i) any variation in the terms of that contract must be authorised by an ordinary resolution of the Company; and

- ~~(ii) this authority may be varied, revoked or renewed from time to time by ordinary resolution of the Company.~~

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed: Diana Smith

Name: DIANA SMITH (PRINT NAME)

For and on behalf of: SUZANNE SMITH WILL TRUST (COMPLETE IF MEMBER IS A COMPANY)

Date: 31st October 2017

Alan Leslie 31st October 2017

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

Attorney dated 27th October 2017.

indicate your agreement by signing and dating this document where indicated above and returning it to the Company.

If you do not agree to 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, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
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.