

COMPANY NUMBER: 2915886
THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
PEARMAN INTERNATIONAL PLC (the Company)

At a general meeting of the Company duly convened and held on 30th August 2016, the following resolutions were duly passed, resolutions 1, 2 and 3 as special resolutions and resolutions 4 and 5 as ordinary resolutions of the Company

SPECIAL RESOLUTIONS

- 1 THAT the Company be re-registered as a private limited company and, for that purpose, the name of the Company be changed from Pearman International PLC to Pearman International Limited (the **Re-Registration**)
- 2 THAT the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, have been treated from 1 October 2009 as part of the Company's articles of association, including for the avoidance of doubt the objects clause, be deleted and any provision of the Company's memorandum of association in force immediately before such date as to the amount of authorised share capital, as altered by virtue of any shareholder resolution in force immediately before such date be removed and revoked
- 3 THAT, subject to the passing of Resolution 1 above, and conditional upon the Re-Registration becoming effective, the draft new articles of association of the Company in the form produced to the General Meeting and signed by the Chairman for the purpose of identification be adopted as the articles of association of the Company in substitution for the existing articles of association

ORDINARY RESOLUTIONS

4. THAT, subject to the passing of Resolution 1 above, and conditional upon the Company's Re-Registration becoming effective, the directors be given the authority to authorise matters giving rise to actual or potential conflicts of interest
5. THAT, subject to the passing of Resolution 1 above, and conditional upon the Company's Re-Registration becoming effective, the directors be should have the powers given by section 550 of the Companies Act 2006 to allot shares and to grant rights to subscribe for or to convert any security into shares

For and on behalf of
Bedford Secretaries Limited

Secretary

Date 1st September 2016

WEDNESDAY

