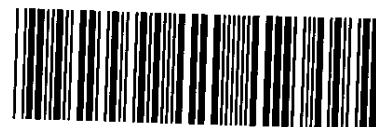


Company Number: 03320790

THE COMPANIES ACT 2006

THURSDAY



LD1

\*L8XQWQC9\*  
30/01/2020 #60  
COMPANIES HOUSE

---

**PRIVATE COMPANY LIMITED BY SHARES**

---

**WRITTEN RESOLUTIONS**

**OF**

**Harvey Nash Group Limited**

(the “Company”)

Circulated on 30 January 2020 (the “**Circulation Date**”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”), the directors of the Company propose that the following resolutions be passed as special resolutions (the “**Resolutions**”):

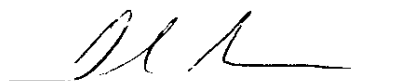
**SPECIAL RESOLUTIONS**

- 1 “**THAT**, pursuant to section 641(1)(a) of the Act, reduce the Company’s issued share capital by GBP33,875,000, from GBP37,668,361.55, comprising 753,367,231 ordinary shares of GBPo.05 each, to GBP3,793,361.55, comprising 75,867,231 ordinary shares of GBPo.05 each, by cancelling and extinguishing 677,500,000 of such issued ordinary shares of GBPo.05 each, and cancel and extinguish the entire amount standing to the credit of the share premium account of the Company as at the date the relevant resolution is passed, being in the sum of GBP11,445,000.”
- 2 “**THAT**, the amount arising upon the reduction of capital pursuant to Resolution 1 above be credited to the profit and loss reserves of the company.”

**AGREEMENT**

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

We, the undersigned, being the sole eligible member of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions.

A handwritten signature in black ink, appearing to read 'DM', is positioned above a horizontal line.

For and on behalf of Harvey Nash Group Holdings Limited

Name: David Morrison

Title: Director

Date: 30/01/2020

## NOTES

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date.
2. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of them. If you agree to both of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
3. If you do not agree to either of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Pursuant to section 642 of the Act, the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital (the date of such solvency statement being 30 January 2020), therefore unless sufficient agreement has been received for the Resolutions to be passed within 15 days after the date of the solvency statement, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.