

Company number 04172975

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

DIGITAL SIGN SERVICES LIMITED (Company)

THURSDAY



A8101H3D

A26

21/11/2019

#34

COMPANIES HOUSE

Circulate Date: 23rd October 2019

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

SPECIAL RESOLUTION

That the Company be and is hereby authorised pursuant to section 690 of the Companies Act 2006 and the Company's Articles of Association to purchase its own shares in accordance with a proposed contract to purchase in the form attached to the resolution to be made between (1) the Company and (2) Gerald Howell in respect of the sale to and the purchase by the Company of 250 'A' ordinary shares of £1 each in the capital of the Company for the sum of £500,000 to be paid out of the distributable profits of the Company which contract is hereby approved and that any one director for the time being is hereby authorised to enter into the contract on behalf of the Company and to fulfil all obligations of the Company thereunder.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

| | |
|----------------------------|----------|
| Signed by Gordon Macdonald | |
| Date | 23/10/19 |
| Signed by David Seale | |
| Date | 23/10/19 |
| Signed by Thomas Weaver | |
| Date | 23/10/19 |

NOTES

For the purposes of this Resolution, as it approves a contract to which he is a party, Gerald Howell is not regarded as a member who is entitled to attend and vote and so is not a signatory.

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Roffe Swayne, Ashcombe Court, Woolsack Way, Godalming GU7 1LQ or by email to ldavies@roffeswayne.com, in each case marked for the attention of Louise Davies.

You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.

3. Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date.