

Company number 04387065

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMBER'S WRITTEN RESOLUTION**

of  
**XCHANGING SOLUTIONS (EUROPE) LIMITED**  
(the "Company")

Date: 31/01/2019 (the "circulation date")

In accordance with chapter 2 of part 13 of the Companies Act 2006 the directors of the Company propose the following resolution as a special resolution (the "resolution"):

THAT the share capital of the Company be reduced from £2,664,278 divided into 2,664,278 shares of £1 each, to £1 divided into 1 share of £1 each and that the amount of the reduction be credited to the distributable reserves of the Company.

and that the directors be and are hereby authorised to do all acts and things which they may consider appropriate to implement the foregoing.

Please read the notes below before signifying your agreement to the resolution.

The undersigned, being the person entitled to vote on the above resolution on the circulation date, hereby irrevocably agrees to the resolution.

Signed by MIKE WOODFINE

Signature

(Print name of signatory)

for and on behalf of **XCHANGING HOLDINGS LIMITED**

Date: 31/01/2019

We hereby certify this to be  
a true copy of the original  
Bryan Cave Leighton Paisner LLP  
Bryan Cave Leighton Paisner LLP  
Adelaide House  
London Bridge  
London EC4R 9HA

Mare Trotter  
Partner  
1/2/2019

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## Notes

- 1 Please find accompanying this draft resolution a copy of the solvency statement made by all the directors for the purposes of section 642 Companies Act 2006 and dated *31 January* 2019.
- 2 If you agree to the resolution, please signify your agreement by signing and dating this document and returning it to the directors of the Company at Royal Pavilion, Wellesley Road, Aldershot, Hampshire, United Kingdom, GU11 1PZ (together with a certified copy of any power or authority under which it is signed). 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.
- 3 For the resolution to be passed, you must consent to the resolution being passed during the period of 28 days beginning on the circulation date. However, for the proposed reduction to proceed, your agreement must be received within 15 days after the date of the solvency statement (as it is a specific requirement of the Companies Act 2006 that the solvency statement be dated no more than 15 days before the date of the special resolution to approve it).
- 4 Your agreement to the resolution, once signed and received by the Company, may not be revoked.
- 5 In the case of joint registered holders, only the vote of the person whose name appears first in the register of members will be counted.