

COMPANY NUMBER: 04903970

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ASPINALL FINANCIAL MANAGEMENT LIMITED

(the "Company")

Circulation Date 27th January 2020 (the "Circulation Date")

(Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"))

The undersigned, being the sole shareholder of the Company entitled to vote, hereby pass the following resolutions as ordinary resolutions (resolutions 1 and 2) and as a special resolution (resolution 3) (the "**Resolutions**") as if the same had been passed at a general meeting of the Company duly convened and held. For the purpose of these Resolutions, the term Relevant Document means a debenture and composite guarantee to be granted by the Company in favour of ESF Loans Limited.

ORDINARY RESOLUTIONS

1. **THAT** the terms of, and the transactions contemplated by the Relevant Document be and are hereby approved.
2. **THAT** the entry into by the Company of the Relevant Document will promote the success of the Company for the benefit of the members as a whole.

SPECIAL RESOLUTION

3. **THAT**, the articles of association in the form of the document attached to this resolution be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association 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 person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:



For and on behalf of
ASPINALLS GROUP LIMITED

Date 27/01/2020



NOTES

1. 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 the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to Mackrell. at Savoy Hill House, Savoy Hill, London WC2R 0BU.
 - **Post:** returning the signed copy by post to Mackrell. at Savoy Hill House, Savoy Hill, London WC2R 0BU.
 - **E-mail:** by attaching a scanned copy of the signed document and sending to maung.aye@mackrell.com. Please enter "Resolutions" in the e-mail subject box.

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, by midnight 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during 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.