

Company No. 04996826

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ECLIPSE ACQUISITIONS LIMITED

(the "Company")

28 SEPTEMBER 2018

(the "Circulation Date")

We, the undersigned, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolutions of the Company, having effect as special resolutions in accordance with Chapter 2 Part 13 of the Companies Act 2006:

SPECIAL RESOLUTIONS

THAT:

- a. the share capital of the Company be reduced by reducing the nominal value of each ordinary share from £1 to £0.50;
- b. the share premium account of the Company be reduced by cancelling and extinguishing the whole amount of £10,114,371 to nil and re-designating this as a distributable reserve.
- c. the proceeds from the capital reduction be treated as a creation of distributable reserves of the Company;

each in accordance with section 642 of the Companies Act 2006 and the Company's articles of association.



Duly authorised for
ECLIPSE SCIENTIFIC GROUP LIMITED

Date: 28 SEPTEMBER 2018

FRIDAY



A04 *A7FF24X7* 28/09/2018 #182
COMPANIES HOUSE

Notes

- 1 Please sign and date this document and return it to the Company using one of the following methods:

| | |
|------------|---|
| by hand: | delivering the signed copy to: KPMG LLP, 8 Princes Parade, Liverpool L3 1QH For the attention of: John Frankland |
| by post: | returning the signed copy by post to: KPMG LLP, 8 Princes Parade, Liverpool L3 1QH For the attention of: John Frankland |
| by fax: | faxing the signed copy to +44 (0)151 473 5100 marked "For the attention of John Frankland" |
| by e-mail: | by attaching a scanned copy of the signed document to an e-mail and sending it to John.frankland@kpmg.co.uk . Please enter "Written resolution dated <u>28/9/18</u> " in the e-mail subject box. |

If you do not agree with any of the resolutions, you do not need to do anything. You will be deemed not to agree if you do not reply.

- 2 Once you have indicated your agreement to a resolution, you may not revoke your agreement.
- 3 If insufficient agreement has been received to pass a resolution within 28 days of the Circulation Date, such resolution will lapse (Lapse Date¹). If, therefore, you agree to all or any of the resolutions, please ensure that your agreement reaches the Company on or before the Lapse Date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 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.

¹ A proposed written resolution lapses if it is not passed before the end of the period specified for this purpose in the company's articles, or, if none is specified, the period of 28 days beginning with the Circulation Date.