

Company Number: 05168340

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE SOLE MEMBER
of
SYNECHRON UK SYSTEMS INTEGRATION LIMITED
(the **Company**)

Circulated on.....19 December.....2017 (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), it is proposed that the resolution below is passed as indicated below. The resolution set out below is referred to in this document as the **Resolution**.

SPECIAL RESOLUTION


THAT the amount standing to the credit of the share premium account of the Company be reduced from £560,000 to £0 and the amount by which the share premium account is so reduced be credited to the profit and loss account of the Company.

Please read the notes set out below before signing or taking any action on this document.

AGREEMENT

The sole member entitled to vote on the Resolution on the Circulation Date, irrevocably agrees to the Resolution:

SIGNED on behalf of **SYNECHRON LIMITED**

| | | |
|------------|--|----------|
| Signature |  | Director |
| Print name | Anthony Clark | |

Date on which Resolution is passed.....19 December.....2017

41597970.3

TUESDAY



LD1 19/12/2017 #221
COMPANIES HOUSE

Notes:

- 1. If you agree to the Resolution, please indicate your agreement by signing (but not dating) this document where indicated above and returning it to the Company using one of the following methods:*
 - 1.1 by hand or post to Georgia Joseph at Mishcon de Reya LLP, Africa House, 70 Kingsway, London WC2B 6AH; or*
 - 1.2 by attaching a scanned copy of the signed document and sending it by email to georgia.joseph@mishcon.com.*

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.

By returning the document to the person as set out at 1 above you irrevocably confirm that he/she or any person he/she may nominate is authorised at his/her sole discretion to deliver the signed document to the Company and date it with delivery on your behalf and will (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.

- 2. Once delivered, you will have indicated your agreement to the Resolution and may not revoke your agreement.*
- 3. The Resolution will lapse if your agreement to it has not been received by the Company within 28 days of the Circulation 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.*