

**CUERDEN CONSULTING LIMITED**


**COMPANY NUMBER: 05222073**

**(the "Company")**

**SOLE MEMBER'S WRITTEN SPECIAL RESOLUTION**

In accordance with Sections 288 to 300 inclusive of the Companies Act 2006, we, being the sole member of the Company (the "**Sole Member**") who at the date of this resolution represent not less than 75 per cent of the voting rights of those members who would be entitled to vote on this resolution on the circulation date hereof, agree that the following resolutions shall have effect as if passed by the Company in general meeting as a special resolution and accordingly we resolve:

- 1 THAT the issued share capital of the Company be reduced pursuant to section 641 of the Companies Act 2006 from £302.54 to £1.00 by the cancellation of 14,700 A ordinary shares of £0.01 each, 14,800 B ordinary shares of £0.01 each and 654 C ordinary shares of £0.01 each in the capital of the Company and the amount by which the share capital is so reduced by credited to a reserve;
- 2 THAT the capital redemption reserve account of the Company be cancelled pursuant to section 641 of the Companies Act 2006 and the amount of the capital redemption reserve so cancelled by credited to a reserve;
- 3 THAT the share premium account of the Company be cancelled pursuant to section 641 of the Companies Act 2006 and the amount of the share premium account so cancelled by credited to a reserve; and
- 4 to declare a final dividend for the year ended 30 November 2016 of £1,537,778.

  
\_\_\_\_\_  
Authorised Signatory  
For and on behalf of Rina Consulting Ltd  
Sole Member

27/09/17  
Date

