

Company No: 05299456

BC HOLDINGS (UK) LIMITED

TUESDAY



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LD7

08/01/2019

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COMPANIES HOUSE

**WRITTEN RESOLUTIONS OF BC HOLDINGS (UK) LIMITED (THE "COMPANY")  
PURSUANT TO S.281 AND PART 13 CHAPTER 2 COMPANIES ACT 2006**

Circulation Date: 2 January 2019 2018

In accordance with Part 13 Chapter 2 Companies Act 2006 (the "Act"), the directors of the Company propose the following written resolutions which are proposed as ordinary resolutions.

**ORDINARY RESOLUTIONS**

1. **THAT** the directors of the Company (the "Directors") be generally and unconditionally authorised for the purpose of section 551 of the Act to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (the "Rights") up to an aggregate nominal amount of £29,400,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act.
2. **THAT** (subject to the adoption of resolution 1), upon the recommendation of the directors, it is desirable to capitalise the sum of £29,400,000, being part of the amount standing to the credit of the Company's reserves and that accordingly the directors be and are hereby authorised and directed to appropriate this sum to BXC UK Limited, the sole holder of the issued shares in the capital of the Company on the Circulation Date, and to apply such sum on its behalf in paying up in full 29,400,000 new ordinary shares of £1.00 each in the capital of the Company (the "New Shares"), so that the New Shares shall rank pari passu with the existing ordinary shares in the capital of the Company in issue.

**Agreement to written resolutions**

*Please read the notes at the end of this document before signifying your agreement to the written resolution.*

The undersigned, being the sole person entitled on the date set out above to vote on the written resolutions, irrevocably agrees to the written resolutions.

Signed by James Weight  
(print name of signatory)

Signature [Signature]

for and on behalf of

**BXC UK Limited**

Date: 2 January 2019 2018

## NOTES

### *Procedures for signifying agreement*

- 1 If you agree to the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2 If you do not agree to the written resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.

### *Period for agreeing to written resolutions*

- 3 Unless, by midday on the date which is 28 days from the Circulation Date, sufficient agreement has been received for the written resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us during that period. Your agreement will be ineffective if received after that date.