

Company number 05375695

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS OF**  
**VBHG LIMITED (the "Company")**

Circulation Date: 26 June 2017

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

**SPECIAL RESOLUTIONS**

1. That the issued share capital of the company be reduced by cancelling paid-up share capital to the extent of £0.999999955 on each issued ordinary share of £1.00 each and by reducing the nominal value of each ordinary share from £1.00 to £0.000000045 (the "Capital Reduction").
2. That the proceeds from the Capital Reduction be treated as a creation of distributable reserves of the Company.
3. That the directors are authorised to take all steps necessary or desirable to implement the Capital Reduction.

**AGREEMENT TO WRITTEN RESOLUTIONS**

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

The undersigned, a person entitled on the Circulation Date to vote on the written resolutions, irrevocably agrees to the written resolutions.

 X

Duly authorised for Syan Holdings Limited

Date of agreement to resolutions: 26 JUNE 2017



## **ACCOMPANYING STATEMENT TO PROPOSED WRITTEN RESOLUTIONS**

### **How to agree to these resolutions**

1. You can choose to agree to all the resolutions or none of them but you cannot agree to only some of the resolutions.
2. If you agree to the resolutions, please signify your agreement to the resolution by signing and dating the attached document and returning it to the Company using one of the following methods:
  - (a) **by hand:** by delivering it to James Loughrey, VBHG Limited, 4 Triton Square, Regent's Place, London, England, NW1 3HG;
  - (b) **by post:** by posting it to James Loughrey, VBHG Limited, 4 Triton Square, Regent's Place, London, England, NW1 3HG;
  - (c) **by email:** by either:
    - (i) attaching a scanned legible copy of the signed and dated document to an email and sending it to [james.loughrey@atos.net](mailto:james.loughrey@atos.net); or
    - (ii) sending an email to the Company at [james.loughrey@atos.net](mailto:james.loughrey@atos.net) identifying the resolutions to which it relates and confirming your agreement to the resolutions and this email must also state your name and the shares in respect of which you are voting.

In either case, please enter "Written resolutions circulated on [*insert Circulation Date*]" in the subject box of the email.

### **Deadline for confirming agreement**

3. The period for agreeing to the attached written resolutions is the period of 28 days beginning with the Circulation Date. If you agree to the resolutions, you must ensure that your agreement reaches us during this period by complying with the steps set out in note 2. If not passed during this period, the written resolutions lapse and the agreement of any member signified after that period will be ineffective. If you do not agree to the resolutions, you do not need to do anything. Once you have given your agreement in accordance with the steps set out in note 2, you may not revoke that agreement.

### **Joint holders**

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.

### **Powers of attorney**

5. If you are signing this document on behalf of a person under a power of attorney or other authority, you must send a copy of the power of attorney or authority when returning this document.