

Company number 05375695

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

Circulation Date: 28 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 an ordinary resolution in respect of resolution 1 and special resolutions in respect of resolutions 2 and 3.

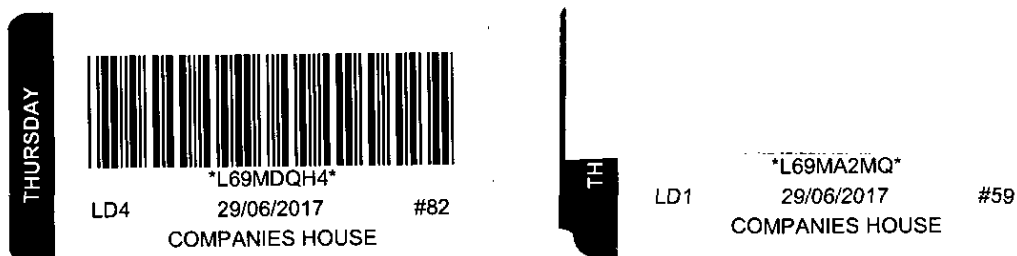
ORDINARY RESOLUTIONS

1. That:
 - (a) the directors are authorised:
 - (i) to capitalise the sum of £264,000 standing to the credit of the Company's capital contribution reserve as set out in the financial statements of the Company for the year ended December 2015 (a copy of which was provided to the member on or about the date of circulation of this written resolution) (the "Capitalisation");
 - (ii) to apply this capitalised sum in fully paying up at par 264,000 ordinary shares of £1.00 in the capital of the Company (the "New Shares"); and
 - (iii) for the purposes of section 551 of the Companies Act 2006 to exercise all the Company's powers to allot the New Shares and to issue them, credited as fully paid up, to the holder of the Company's existing ordinary shares, Syan Holdings Limited; and
 - (iv) in accordance with article 30.1 of the Company's articles of association to allot the New Shares;
 - (b) for the purposes of section 551 of the Companies Act 2006 the authority to allot the New Shares expires on 31 December 2017; and
 - (c) the New Shares rank pari passu with the Company's existing ordinary shares.

SPECIAL RESOLUTIONS

Subject to the completion of the Capitalisation and the issue and allotment of the New Shares:

2. That:
 - (a) the Company's share capital is reduced by cancelling an extinguishing 264,000 of the issued ordinary shares of £1.00 in the Company; and
 - (b) the directors are authorised to do anything necessary or desirable to implement resolution 2(a).
3. That the proceeds from Resolution 2(a) above be credited to the Company's distributable reserves.



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; or
 - (ii) sending an email to the Company at 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.