

Company no. 05459713

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S WRITTEN RESOLUTION

of

TUNSTALL GROUP HOLDINGS LIMITED (the *Company*)

27 July 2020 (the *Circulation Date*)

In accordance with section 357 of the Companies Act 2006 (the *Act*), we, the sole member of the Company, propose that the following resolutions are passed as ordinary and special resolutions (the *Resolutions*) by way of written resolutions of the Company.

ORDINARY RESOLUTIONS

- (1) **THAT**, the 153,321,619 ordinary shares of £0.01 each in the capital of the Company be and are hereby re-designated into 153,321,619 A ordinary shares of £0.01 each in the capital of the Company.
- (2) **THAT**, subject to the passing of resolution (1) above, the 153,321,619 A ordinary shares of £0.01 each in the capital of the Company existing following the re-designation effected under resolution (1) above be and are hereby consolidated into 1 A ordinary share of £1,533,216.19 in the capital of the Company having the rights and obligations attaching to A ordinary shares under the regulations proposed to be adopted under resolution (4) below.
- (3) **THAT**, subject to the passing of resolution (4) below, in place of any and all existing authorities, the directors be generally and unconditionally authorised pursuant to section 551 of the Act to allot shares in the Company, and to grant rights to subscribe for or to convert any securities into shares in the Company, up to an aggregate nominal amount of £100.00 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after this authority has expired and the directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

- (4) **THAT** the articles of association of the Company be amended by inserting the following new Articles as Articles 7A and 7B, and renumbering existing Article 7 as Article 7C:



“7A. The share capital of the Company is divided into A ordinary shares of £1,533,216.19 each and B ordinary shares of £0.0001 each, having the rights set out in these Articles. The A ordinary shares and the B ordinary shares are referred to herein as “**shares**” (and each as a “**share**”).

7B. The A ordinary shares and B ordinary shares shall rank pari passu in all respects, including in relation to rights to: (i) receive distributions by the Company; (ii) receive notice of, to attend and to vote at a general meeting or on a written notice of the Company; and (iii) capital on a winding up of the Company.”

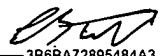
- (5) **THAT** the Company's entry into a restructuring implementation deed between, amongst others, the Company, TGH Acquisitions Limited and certain lenders to Tunstall Group Finance Limited (the **RID**) and the performance by the Company and its subsidiaries of the obligations under the RID and the undertaking by the Company and its subsidiaries of all the steps required to implement the steps under the RID (including but limited to the entry into a subscription agreement in relation to the issue of new shares to Don Jersey Topco Limited (or a nominated party)) are hereby ratified and approved.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by:

DocuSigned by:

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(on behalf of TGH Acquisitions Limited)

Date:

27 July 2020

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by attaching a scanned copy of the signed document to an email and sending it to the Company.
2. If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by 28 days from the Circulation Date stated above, sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
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.