

THE COMPANIES ACT 2006

WRITTEN RECORD OF RESOLUTION OF THE MEMBERS OF

NUCLEUS FINANCIAL GROUP LIMITED

REGISTERED NUMBER: 05522098



S70D69Y9

21 DECEMBER 2017 : (“the Circulation Date”)

SCT 23/02/2018 #117

COMPANIES HOUSE

29 DECEMBER 2017 : (“the Approval Date”)

I, the undersigned, being a director of the above Company hereby note that:

- a. the following resolutions, such resolutions to have effect as ordinary resolutions as indicated, were placed before the members of the Company in the form of a written resolution on the Circulation Date;

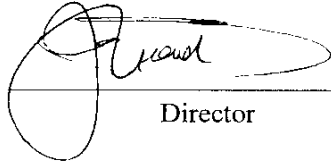
and

- b. the requisite level of consent required to approve the resolutions was obtained by the Company on the Approval Date and therefore the resolution were duly passed by members of the Company on that date.

ORDINARY RESOLUTIONS

- 1 THAT, the off-market purchase by the Company out of distributable profits held by the Company, of 664 Ordinary Shares of £0.01 each in the Company from Barry Neilson, and 613 Ordinary Shares of £0.01 each in the Company from Emma Neilson, on the terms and subject to the conditions set out in the ordinary share buyback contract (the “Buyback Contract”), be and is hereby authorised and approved in terms of section 694(2)(a) of the Act, and the Company be authorised to complete the buyback of shares in accordance with the Buyback Contract.
- 2 THAT, the off-market purchase by the Company out of distributable profits held by the Company, of 56,966 G Ordinary Shares of £0.01 each in the Company (comprising 28,991 G1 Ordinary Shares, 20,757 G2 Ordinary Shares, 3,637 G3 Ordinary Shares and 3,581 G4 Ordinary Shares of £0.01 each in the Company) from NFS (Nominees) Limited, and 239 G1 Ordinary Shares of £0.01 each in the Company from Jeffrey Spence, on the terms and subject to the conditions set out in the G ordinary share buyback contracts (the “G Share Buyback Contracts”), and in accordance with the terms of the subscription agreements which have been made available for review between the Company and the relevant individuals (which are also hereby ratified and approved for all purposes), be and is hereby authorised and approved in terms of section 694(2)(a) of the Act, and the Company be authorised to complete the buyback of shares

in accordance with the G Share Buyback Contracts and relevant subscription agreements.



Director