

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**SUSD ASSET MANAGEMENT (HOLDINGS) LIMITED  
(THE COMPANY)**

Circulation date: 12 August 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below be passed as an ordinary resolution of the Company and that resolution 3 below be passed as a special resolution of the Company (**Resolutions**).

**ORDINARY RESOLUTION**

1. **THAT**, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company (Directors) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (Rights) up to an aggregate nominal amount of £1,250,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1 January 2018.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

**SPECIAL RESOLUTIONS**

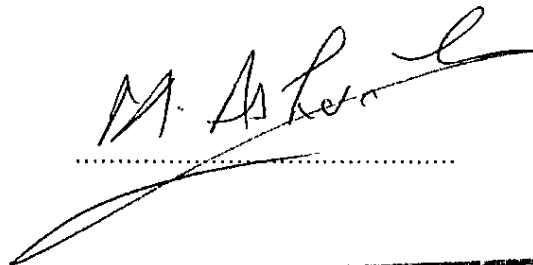
2. **THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment.

**AGREEMENT**

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

The undersigned being the sole person entitled to vote on the Resolutions, hereby irrevocably agrees to the Resolutions:

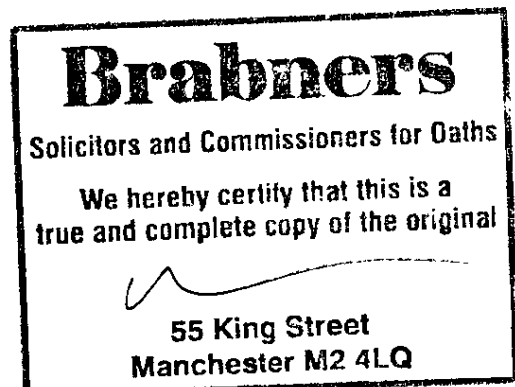
**SIGNED** by LORD MICHAEL  
ANTHONY ASHCROFT



Date: 12 August 2017



RM 07/12/2017 #125  
COMPANIES HOUSE



## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By hand:** delivering the signed copy to the Company's registered address.
- **Post:** returning the signed copy by post to the Company's registered address.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by the end of the period of 28 days beginning with the circulation date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this period.
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.
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.