

Company number: 06173337

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

THURSDAY



Circulation Date: 30 March 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 in respect of resolutions 1, 2, 3 and 4 and an ordinary resolution in respect of resolution 5.

**SPECIAL RESOLUTIONS**

1. That the issued share capital of the Company be reduced from £1,550.29 to £0.01 by cancelling all but one of the issued ordinary shares and all of the issued A ordinary shares of £0.01 each in the Company, each of which is fully paid up (the "**Issued Share Capital Reduction**").
2. That the Company's share premium account is reduced from £4,353.71 to £nil (the "**Share Premium Capital Reduction**", and together with the Issued Capital Reduction, the "**Capital Reduction**").
3. That the proceeds from the Capital Reduction be treated as a creation of distributable reserves of the Company.
4. That the directors are authorised to take all steps necessary or desirable to implement the Capital Reduction.

**ORDINARY RESOLUTIONS**

5. That, subject to the passing of resolutions 1, 2, 3 and 4 above:
  - (a) the Company declares a dividend of £1,550.28, in total, in respect of the issued ordinary shares of the Company;
  - (b) the dividend is to be satisfied by the Company's assignment of its rights to the amounts owing to it on intercompany account as at 30 March 2017 by Regard Midco Limited; and
  - (c) the dividend is payable on 30 March 2017 to the holder of the ordinary shares on the Company's register of members at 9 am on 30 March 2017.

**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.

Duly authorised for Ruby Bidco Limited

Date of agreement to resolutions: 30 March 2017

## ACCOMPANYING STATEMENT TO PROPOSED WRITTEN RESOLUTION

### 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 all the resolutions, please signify your agreement to the resolutions 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 Unit 6, Princeton Mews, 167-169 London Road, Kingston upon Thames Surrey, KT2 6PT;
  - (b) **by post:** by posting it to Mr Michael Gwyn Hawkes; or
  - (c) **by email:** by either:
    - (i) attaching a scanned legible copy of the signed and dated document to an email and sending it to [Michael.Hawkes@regard.co.uk](mailto:Michael.Hawkes@regard.co.uk); or
    - (ii) sending an email to the Company at [Michael.Hawkes@regard.co.uk](mailto:Michael.Hawkes@regard.co.uk) 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 30 March 2017" 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.