

COMPANY NO: 06454192

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER
OF
PENSATO CAPITAL MANAGEMENT LTD
("the Company")**

**Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the
"CA 2006"), the following written resolutions are proposed by the directors of
the Company to be passed as special resolutions**

Circulation date: 26 September 2018

We, the undersigned, being the sole member of the Company eligible to vote on the proposals at the time and date of their circulation, confirm **THAT** we have received and read the attached Solvency Statement provided by the directors of the Company in accordance with section 642(2) of the CA 2006 and, on the basis of the said Solvency Statement, we hereby pass the following resolutions as special resolutions in accordance with section 283 of the CA 2006 and agree that the said resolutions shall, for all purposes, be as valid and effective as if they had been passed at the general meeting of the Company duly convened and held.

IT IS NOTED THAT the directors of the Company have signed a Solvency Statement confirming that the Company shall be able to meet its liabilities following the proposed capital reduction.

RESOLUTION 1 – to reduce the issued share capital and return the amount as capital to the sole member

Pursuant to sections 641 to 644 of the CA 2006, **WE HEREBY RESOLVE THAT** the Company shall reduce its issued share capital from £2,566 to £1 by cancelling 2,565 ordinary shares of £1 each and repaying the sum of £2,565 as capital to the sole member. This capital reduction shall be accounted for by debiting £2,565 from the share capital and crediting the same amount to cash in the Company's balance sheet to be returned as a capital payment directly to the sole member.

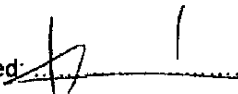
RESOLUTION 2 – to reduce the share premium account and return the amount as capital to the sole member

Pursuant to sections 641 to 644 of the CA 2006, **WE HEREBY RESOLVE THAT** the share premium account of the Company be reduced by £1,347,435 to zero AND THAT this amount shall be repaid as capital to the sole member. This capital reduction shall be accounted for by debiting £1,347,435 from the share premium account and crediting the same amount to cash in the Company's balance sheet to be returned as a capital payment directly to the sole member.



PLEASE READ THE NOTES BELOW BEFORE SIGNIFYING YOUR AGREEMENT TO THE ABOVE RESOLUTIONS AND NOTE THE DEADLINE FOR DOING SO

The undersigned being the sole member entitled to vote on the above resolutions at the date of circulation, hereby irrevocably agrees to the proposed special resolutions:-

Signed:  Date: 26 September 2018
Name: PAUL VANE
for and on behalf of
Pensato Cayman Limited

NOTES:-

You can choose to agree to all the proposed resolutions or none of them but you cannot agree to only some of the resolutions.

If you agree to all the proposed resolutions, please signify your agreement by signing and dating this document where indicated above. Please return the signed document in hard copy to Vesna Sowden at Buzzacott LLP, 130 Wood Street, London, EC2V 6DL or in electronic form to sowdenv@buzzacott.co.uk.

The sole member's agreement to these written resolutions, once signified, may not be revoked.

If you do not agree to the proposed resolutions you do not need to do anything. You will not be deemed to agree if you fail to reply.

The deadline for receiving the sole member's agreement to the proposed resolutions is 15 days beginning with the date of circulation. Please ensure that your agreement reaches us by this date.

The agreement of the sole member to these written resolutions will be ineffective if signified after the above deadline.

Should the sole member not agree to the proposed resolutions by the deadline, the Company will fail to reach the required majority to pass the resolutions and they will lapse.

If you are signing this document on behalf of a person under a power of attorney or other authority, please forward a certified copy of the relevant power of attorney or other authority when returning this document to the Company.