

Certified a True Copy
of the Original

A. F. de L.

Group Company Secretary

Date: 10 December 2019

Company Number 06932014

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

Senior Finance Four Limited (the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006

SPECIAL RESOLUTION

THAT on 20 December 2019 (the "**Effective Date**") the 180,000,000 issued B Preference Shares of \$1.00 each in the capital of the Company (the "**B Preference Shares**") be converted into and re-designated as, and shall have the rights and be subject to the obligations and limitations attaching to, A Preference Shares (as defined in the Articles of Association of the Company (the "**Articles**")) of \$1.00 each with a Relevant Date of 20 December 2019, and with the effect of such conversion and re-designation being that, immediately following the Effective Date, the issued share capital of the Company shall comprise 1 Ordinary Share and 180,000,000 A Preference Shares (each as defined in the Articles).

By order of the board:

Basil F. Fyfe

Director/~~Secretary~~

6 December 2019

Date



**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT
2006**

1. Eligible members are the members who would have been entitled to vote on the *resolutions on the circulation date of the written resolution*.
2. The circulation date of the written resolutions is 6 December, 2019 (the "**Circulation Date**").
3. The procedure for signifying agreement by an eligible member to written resolutions is as follows:
 - (A) A member signifies their agreement to proposed written resolutions when the company receives from them (or someone acting on their behalf) an authenticated document:
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating their agreement to the resolutions.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member's agreement to a written resolution, once signified, may not be revoked.
 - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being the sole eligible member of the Company:

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and shall take effect as special resolutions.

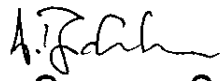
For and on behalf of Senior Engineering Investments Limited

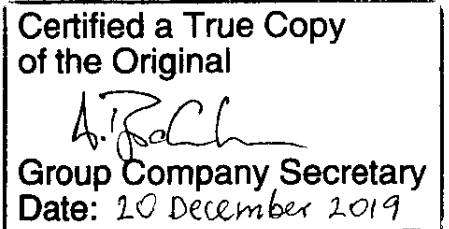
Andi ff. Jayle

Director

6 December 2019

Date

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Group Company Secretary
Date: 20 December 2019



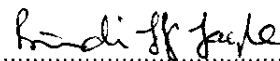
A PRIVATE COMPANY LIMITED BY SHARES

SENIOR FINANCE FOUR LIMITED
Company Number: 06932014 (the "Company")

**CONSENT TO VARIATION OF CLASS RIGHTS IN ACCORDANCE WITH SECTION 630 OF
THE COMPANIES ACT 2006**

We, being the registered holder of the sole issued Ordinary Share of £1.00 (the "**Share**") in the capital of the Company, hereby consent to and sanction each and every modification, variation, abrogation or surrender of the rights and privileges attached to the Share as will or may be involved in or effected by or pursuant to the passing and implementation of the written resolution of the Company that is attached to this consent (and initialled by us for the purposes of identification).

Signed:



For and on behalf of
**SENIOR ENGINEERING
INVESTMENTS LIMITED**

Name:

BINDI FOYLE

Date:

6 December 2019

A PRIVATE COMPANY LIMITED BY SHARES

SENIOR FINANCE FOUR LIMITED

Company Number: 06932014 (the "Company")

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A. J. R. L.

Group Company Secretary

Date: 20 December 2019

**CONSENT TO VARIATION OF CLASS RIGHTS IN ACCORDANCE WITH SECTION 630 OF
THE COMPANIES ACT 2006**

We, being the registered holder of all the issued B Preference Shares of \$1 each (the "**Shares**") in the capital of the Company, hereby consent to and sanction each and every modification, variation, abrogation or surrender of the rights and privileges attached to the Shares as will or may be involved in or effected by or pursuant to the passing and implementation of the written resolution of the Company that is attached to this consent (and initialled by us for the purposes of identification).

Signed:

Bindi & Foyle

For and on behalf of

SENIOR FINANCE SIX LIMITED

Name:

BINDI FOYLE

Date:

6 December 2019