

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

RUSHMERE HOLDCO LIMITED

(the "Company")

Circulated on 4 July 2014

SATURDAY



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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**the 2006 Act**"), the directors of the Company propose that that the resolutions set out below be passed as ordinary resolutions ("**the Resolutions**")

ORDINARY RESOLUTIONS

- 1 THAT, in accordance with section 551 of the Companies Act 2006 ("**CA 2006**"), the 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 £7,060,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 15 months from the passing of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the CA 2006
- 2 THAT, pursuant to Article 40.1 of the Articles of Association of the Company, the sum of £7,060,000 being part of the retained profits and the asset revaluation reserve accounts be and is hereby capitalised and appropriated as capital to the holders of ordinary shares of £1 each in the capital of the Company as appearing in the register of members as at the close of business on 4 July 2014 and that the directors be and are hereby authorised to apply such sum in paying up in full 7,060,000 of £1 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to the holders of ordinary shares of £1 each at the rate of 14,120 such new share(s) for every one existing ordinary share of £1 each held by them (or as near as may be and any unallotted fractions of shares be allotted to Michael

Allison to be sold as may be determined by the directors for the benefit of shareholders
entitled to them)


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Michael Allison

04 07. 2014
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Date