

Company Number: 07725967

THE COMPANIES ACT 2006

SATURDAY



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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**

**OF**

**VOLVOX GROUP (LEEDS) LIMITED**

(the “Company”)

Circulated on 26 October 2017 (the “Circulation Date”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “Act”), the directors of the Company propose that the following resolutions be passed as special resolutions (the “Resolutions”):

**SPECIAL RESOLUTIONS**

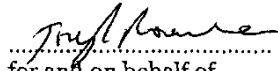
- 1 “**THAT**, pursuant to Section 641(1)(a) of the Act
- 1.1 “the share capital of the Company be reduced by £9,999, from £10,000, comprising 1,000,000 ordinary shares of £0.01 each, to £1, comprising 100 ordinary shares of £0.01 each, by cancelling and extinguishing 999,900 of such issued ordinary shares of £1.00 each.”
- 1.2 “the share premium to be reduced from £990,000 to £nil.”
- 2 “**THAT** the amount arising upon the reduction pursuant to Resolution 1 above be credited to the profit and loss reserves of the Company.”
- 2.1 “**THAT** a dividend in specie, of £2,585,588.19 be paid to the sole member of the Company, RGI Light Limited.”
- 3 “**THAT** the articles of association of the Company (the “**Articles**”) be amended by deleting from them all provisions of the Company’s memorandum of association as to the amount of the Company’s share capital as set out in paragraph 13 of the Company’s memorandum of association, which provision is currently deemed to be incorporated into the Articles by virtue of section 28 of the Act.”

**AGREEMENT**

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

We, the undersigned, being the eligible member of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably

agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions.

  
.....  
for and on behalf of  
**RGI LIGHT LIMITED**  
Dated: 26 October 2017

#### NOTES

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date.
2. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of them. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
3. If you do not agree to any of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Pursuant to section 642 of the Act, the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital (the date of such solvency statement being May 2016), therefore unless sufficient agreement has been received for the Resolutions to be passed within 15 days after the date of the solvency statement, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.