

Company Number 08331511

**SPECIAL AND
ORDINARY RESOLUTIONS**

OF

WELLESLEY FINANCE PLC (the "Company")

Passed on 23 September 2020

SATURDAY



A01 *A9EUUYQ3* 03/10/2020 #18
COMPANIES HOUSE

At a general meeting of the Company duly convened and held on 23 September 2020 the following resolutions were duly passed:

SPECIAL RESOLUTIONS

1. That the Company be re-registered as a private limited company under the Companies Act 2006 by the name of Wellesley Finance Limited.
2. That the regulations contained in the document submitted to the meeting and for the purposes of identification signed by the chairman be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.
3. That, subject to the passing of resolution 4, the pre-emption rights of existing Shareholder be disapplied and the directors be and they are hereby generally empowered to allot equity securities (as defined in section 560(1) of the Act) pursuant to the authority conferred by resolution 4 for the allotment, provided that the power conferred by this resolution be limited to the allotment of equity securities up to an aggregate nominal amount of £30,500,000 and will expire on the fifth anniversary of the date of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot shares in the Company in pursuance of such offer or agreement as if such authority had not expired.

ORDINARY RESOLUTION

4. That, with effect from the business day after the later of:
 - a. the Company's creditors having approved a CVA proposal made in respect of the Company and the time limit for challenging the CVA in accordance with section 6(3)(a) Insolvency Act 1986 having expired; and
 - b. the date on which any application to challenge the CVA under section 6(3)(b) Insolvency Act 1986 has been withdrawn or dismissed,

the directors be and they are hereby generally and unconditionally authorised, for the purposes of section 551 of the Act, to exercise all powers of the Company to allot up to 30,500,000 Preferred Shares of £1 each in the capital of the Company (having the rights set out in the Schedule appended to this resolution) up to an aggregate nominal amount of £30,500,000, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted or rights to be granted after such expiry and the directors may allot shares in the

Company or grant rights in pursuance of such offer or agreement as if such authority had not expired.

A handwritten signature in black ink, appearing to be 'A. T. M.', written over a horizontal dotted line.

Director