

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

GALLAGHER DEVELOPMENTS HOLDCO LIMITED

(a company registered in England no 08810797)

("the Company")

WRITTEN RESOLUTION
OF
SOLE MEMBER

Circulation Date: *30 September* 2018
Date Passed: *30 September* 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the Act"), the directors of the Company propose that following resolutions be passed as ordinary resolutions as indicated (together "**the Resolutions**").

ORDINARY RESOLUTIONS

1. That the entry by the Company into a share exchange agreement between Anthony Christopher Gallagher (1) and the Company (2) relating to the acquisition by the Company of the whole of the issued share capital of Gallagher Investments Holdco Limited be and hereby is approved for all purposes (including for the purposes of section 190 of the Act).
2. That, in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the capital of the Company and grant rights to subscribe for or to convert any security into shares in the capital of the Company ("**Rights**") up to an aggregate nominal amount of £23,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date 5 years from the date of the 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.

AGREEMENT TO WRITTEN RESOLUTION

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



- * The undersigned, being the sole member entitled to vote on the Resolutions on the circulation date set out above, hereby irrevocably agrees to the passing of the Resolutions

Signed by

ANTHONY CHRISTOPHER GALLAGHER

30 September 2018

Date of signature

NOTES:

1. If you agree with the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the Company's solicitor's offices at No1 Colmore Square, Birmingham, B4 6AA (Ref: MZH).
2. If you do not agree to the Resolutions you need not do anything. You will not be deemed to agree if you fail to respond.
3. Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
4. Unless by the end of the period of 28 days beginning with the circulation date set out above sufficient agreement has been received for the Resolutions to be passed they will lapse.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.