

Registered Number: 09094164

SATURDAY



**THE COMPANIES ACTS**  
**CLIPPER GROUP LIMITED**  
**PRIVATE COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**  
**to which Chapter 3 of Part 3**  
**of the Companies Act 2006 applies**

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose resolution 1 below be passed as an ordinary resolution and that resolution 2 below be passed as a special resolution.

**ORDINARY RESOLUTION**

1. **THAT** the directors be authorised pursuant to section 551 of the Companies Act 2006 to exercise all powers of the Company to allot and to grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £20,242.80 in 1D ordinary shares provided that this authority shall expire on the fifth anniversary of the date of this resolution, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

**SPECIAL RESOLUTION**

2. **THAT** the directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on them by resolution 1 as if section 561 of that Act did not apply to any such allotment or sale. This authority shall expire, unless previously revoked or renewed by the Company, on the fifth anniversary of the date of this resolution except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

.....  
Director/Secretary

Date .....1 November..... 2017

## EXPLANATORY NOTES FOR SHAREHOLDERS:

1. If you agree to the resolutions, please *signify your agreement by signing and dating* this document where indicated above and returning it to the Company by using one of the following methods:

- **BY HAND:** by delivering the signed copy to GSM London Study Centre, 56 Tabard Street, London, SE1 4LG.
- **BY E-MAIL:** by attaching a scanned copy of the signed document to an e-mail and sending it to michael@ebbtidepartners.com

If you do not agree to the above resolutions, you do not need to do anything.

2. Once you have signified your agreement to the resolutions, you may not revoke your agreement.
3. Unless, by the date 28 days from the date of circulation of these resolutions, sufficient agreement has been received for the resolutions to be passed, they will lapse. If you agree to the resolutions, please ensure that signification of your agreement reaches us *before or on this date*.
4. Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (i.e. members who were entitled to vote at the time the resolution was circulated) representing a *simple majority of the total voting rights of eligible* members signify their agreement to it. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.