

PRIVATE UNLIMITED COMPANY WITH SHARE CAPITAL

WRITTEN RESOLUTION

of

JHP (2012) TRUSTEE INVESTMENTS
(the Company)

Dated 12 May 2016 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- resolutions 1, 2 and 3 below are passed as ordinary resolutions (**Ordinary Resolutions**), and
- resolution 4 below is passed as a special resolution (**Special Resolution**)

ORDINARY RESOLUTIONS

- 1 **THAT**, for the purposes of the board meeting to be held on or around the Circulation Date, the conflict of interests provisions set out in article 14(1) of the Company's articles of association (the **Articles**) be disapplied in accordance with article 14(2) and 14(3)(a) of the Articles
- 2 **THAT** the directors of the Company have the powers given by section 551 of the Companies Act 2006 to exercise any power of the Company to allot shares and to grant rights to subscribe for or to convert any security into shares
- 3 **THAT**, subject to the passing of resolution 2 above, the directors of the Company be authorised to redeem 99 A ordinary shares of £1 00 each of the existing issued shares in the capital of the Company in exchange for the issue and allotment of 99 ordinary shares of £1 00 each in the capital of the Company

SPECIAL RESOLUTION

- 4 **THAT**, subject to the passing of resolution 2 above and in accordance with section 570 of the 2006 Act, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 2 above, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall
- 4 1 be limited to the allotment of equity securities up to an aggregate nominal amount of £99, and



- 4 2 expire on the fifth anniversary of the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and the Special Resolution (together, the **Resolutions**)

The undersigned, being the only person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

Signed by John Henry Page



Date

12 May 2016

NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

 By hand delivering the signed copy to JHP (2012) Trustee Investments, Mount Pleasant Farm, The Gale, Stillingfleet, York, YO19 6HS, or

 By post returning the signed copy by post to JHP (2012) Trustee Investments, Mount Pleasant Farm, The Gale, Stillingfleet, York, YO19 6HS

 If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Where, within 28 days of the Circulation Date insufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please indicate your agreement and notify us as soon as possible
- 4 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
- 5 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