

**Company Number: 09301329**

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTIONS  
of  
MONREAL PLC  
(THE "COMPANY")**

**(Passed on 9 August 2018)**

At the general meeting of the Company duly convened and held on the above date, the following resolutions were passed Resolutions 1, 2 and 4 as ordinary resolutions and Resolutions 5 and 6 as special resolutions:

**ORDINARY RESOLUTIONS**

1. THAT each of the Existing Ordinary Shares of 0.25 pence in the capital of the Company in issue at 5.00 p.m. on 6 August 2018 (or such later time and/or date as the directors of the Company may determine) be sub-divided into one ordinary share of 0.01p, having the same rights and being subject to the same restrictions (save as to nominal value) as the Existing Ordinary Shares, and one Deferred Share of 0.24p, having the rights and being subject to the restrictions set out in Resolution 5 below.
2. THAT the directors of the Company be generally and unconditionally authorised, under and in accordance with section 551 of the Companies Act 2006 ('the Act') to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ('relevant securities') up to an aggregate amount of 6,700,000,000 shares, provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of 30 June 2019 or the conclusion of the Company's Annual General Meeting in 2019, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities under such offer or agreement as if the authority conferred by this resolution had not expired and provided further that this authority shall be in substitution for, and to the exclusion of, any existing authority conferred upon the directors.
4. THAT, pursuant to article 142 of the Company's articles of association, the name of the Company be changed to Eight Capital Partners plc.

**SPECIAL RESOLUTIONS**

5. THAT, subject to the passing of Resolution 1, the Articles of Association of the Company be hereby amended by (i) the deletion of current Article 4 to be replaced by the following:

*"The share capital of the Company consists of an unlimited number of Ordinary Shares of 0.01p each and Deferred Shares of 0.24p each"*

And (ii) the insertion of the following new Article 4A:

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*"The Deferred Shares of 0.24 pence in the Company shall have the following rights and be subject to the following restrictions:*

- a. no right to participate in or receive any dividends declared, made or paid by the Company;*
  - b. no right to receive notice of or attend or speak or vote at any general or class meeting (other than a class meeting of the Deferred Shares) of the Company;*
  - c. the approval of the Directors shall be required for any transfer of Deferred Shares;*
  - d. the right on a return of assets in a winding-up to a repayment of the capital paid up on such shares after the rights of all holders of Ordinary Shares have been discharged in full and a sum of £100,000 has been paid in respect of each issued Ordinary Share in the capital of the Company, but no other right to participate in the assets of the Company; and*
  - e. the Directors shall have irrevocable authority at any time to appoint any person to execute on behalf of the holders of the Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof, to such person as the Directors may determine as custodian thereof and to cancel and/or purchase the same (in accordance with the provisions of statute) without making any payment to or obtaining the sanction of the holders thereof and pending the transfer and/or cancellation and/or purchase to retain the certificate for such shares, but so that none of the rights or restrictions attached to such Deferred Shares shall be or be deemed to be varied or abrogated in any way by the passing or coming into effect of any resolution of the Company to reduce its share capital and/or reduce or cancel (as the case may be) its share premium account (including a resolution to reduce the capital paid up on, and to cancel, such Deferred Shares).*
6. THAT, subject to and conditional upon the passing of Resolution 2 above, the directors of the Company be empowered under section 570 of the Companies Act 2006 ('the Act') to allot equity securities (within the meaning of section 560 of the Act) for cash and/or to sell or transfer shares held by the Company in treasury (as the directors shall deem appropriate) under the authority conferred on them under section 551 of the Act by Resolution 2 above as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
- a. the allotment of equity securities in connection with any rights issue or other pro-rata offer in favour of the holders of ordinary shares in the Company where the equity securities respectively attributable to the interests of all such holders of shares are proportionate (as nearly as may be) to the respective numbers of shares held by them, provided that the directors of the Company may make such arrangements in respect of overseas holders of shares and/or to deal with fractional entitlements as they consider necessary or convenient; and
  - b. the allotment (otherwise than under sub-paragraph (i) above) of equity securities and/or the sale or transfer of shares held by the Company in treasury (as the directors shall deem appropriate) up to an aggregate amount of 7,500,000,000 shares

and this authority shall expire on the earlier of 30 June 2019 or the conclusion of the Company's Annual General Meeting in 2019 provided that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities under such offers or agreements as if the power conferred by this resolution had not expired and provided further that this authority shall be in

substitution for, and to the exclusion of, any existing authority conferred on the directors.

A handwritten signature in black ink, appearing to be 'A. [unclear]', written over a dotted line.

**Director**