

Company number 9682498

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

SHCL (LSDDT) Newco 10 Limited (Company)

Circulation Date

WEDNESDAY



A08 07/10/2015 #65
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (Act), the directors of the Company propose that the resolution numbered 1 is passed as ordinary resolution and that the resolution numbered 2 is passed as special resolution (**Resolutions**)

ORDINARY RESOLUTION

- 1 THAT, in accordance with section 551 of Act, the directors of the Company (**Directors**) be generally and unconditionally authorised to further allot 1 Ordinary share of £1 00 in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £1 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 21st September 2020 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

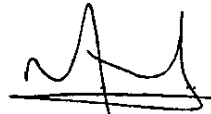
This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

SPECIAL RESOLUTION

- 2 THAT, subject to the passing of Resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £1 00, and
 - (b) expire on 21st September 2020 (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

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

Signed by **Mark John Diamond**

A handwritten signature in black ink, appearing to be 'Mark John Diamond', written over a horizontal line.

Date

22/9/2015

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 the company secretary at the registered office of the Company
 - **Post** returning the signed copy by post to the company secretary at the registered office of the Company
- 2 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
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless, prior to 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 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