

Company Number: 09796165

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

GASCOIGNE HALMAN GROUP LIMITED (Company)

Circulation Date:

18 April 2017

Pursuant to Chapter 2 of Part 13 of the 2006 Act, the Directors propose that resolution 1 below be passed as an ordinary resolution and resolutions 2 and 3 below be passed as special resolutions (**Resolutions**).

DEFINITIONS

2006 Act: Companies Act 2006.

Directors: the directors of the Company.

ORDINARY RESOLUTIONS

1. THAT, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot 750,000 C Shares of £0.01 each in the capital of the Company to Connells Limited provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the five year anniversary of the passing of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

SPECIAL RESOLUTIONS

2. THAT, subject to the passing of Resolution 1, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by Resolution 1, as if article 3 of the Company's articles of association did not apply to any such allotment, provided that this power shall:
 - (a) be limited to the allotment of equity securities up to 750,000 C Shares of £0.01 each in the capital of the Company; and



- (b) expire on the five year anniversary of the passing 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.
3. THAT, for the purpose of clause 6 of a subscription and shareholders' agreement dated 18 November 2015 relating to the Company and any other relevant restriction, the allotment of 750,000 C Shares of £0.01 each in the capital of the Company to Connells Limited pursuant to Resolutions 1 and 2 above for a total subscription price (including the nominal value and premium payable in respect of the shares) of £750,000 be approved and authorised.

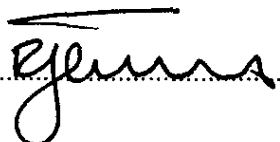
AGREEMENT

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

The undersigned, the persons entitled to vote on the Resolutions on 18 April 2017, hereby irrevocably agree to the Resolutions:

Signed for and on behalf of **CONNELLS**
LIMITED

Dated


18/4/2017

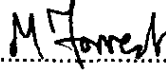
Signed by **JOHN FREDERICK HALMAN**



Dated

26.04.2017

Signed by **MARTIN LEE FORREST**



Dated

20.4.17

Signed by **PHILIP TURNER CHADWICK**

Dated

Signed by **PETER JOHN HIGHAM**



Dated

20.4.17

Signed by **MARKUS JOLLEYS**



Dated

20.4.17

Signed by **ANDREW ROGERS**

Dated

Signed by **NICHOLAS LONGWORTH**

Dated

Signed by **MATTHEW CLARK**

Dated

Signed by **PHILLIP DIGGLE**



Dated

21-4-17

approved and authorised.

AGREEMENT

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

The undersigned, the persons entitled to vote on the Resolutions on 18 April 2017, hereby irrevocably agree to the Resolutions:

Signed for and on behalf of **CONNELLS LIMITED**

Dated

Signed by **JOHN FREDERICK HALMAN**


Dated

Signed by **MARTIN LEE FORREST**

Dated

Signed by **PHILIP TURNER CHADWICK**

Dated


21.4.17

Signed by **PETER JOHN HIGHAM**

Dated

Signed by **MARKUS JOLLEYS**

Dated

Signed by **ANDREW ROGERS**

Dated

Signed by **NICHOLAS LONGWORTH**

Dated

Signed by **MATTHEW CLARK**

Signed by **JOHN FREDERICK HALMAN**

Dated

Signed by **MARTIN LEE FORREST**

Dated

Signed by **PHILIP TURNER CHADWICK**

Dated

Signed by **PETER JOHN HIGHAM**

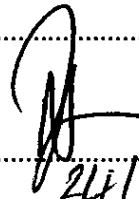
Dated

Signed by **MARKUS JOLLEYS**

Dated

Signed by **ANDREW ROGERS**

Dated


24/4/17

Signed by **NICHOLAS LONGWORTH**

Dated

Signed by **MATTHEW CLARK**

Dated

Signed by **PHILLIP DIGGLE**

Dated

Signed for and on behalf of **CONNELLS**

LIMITED

Dated

Signed by **JOHN FREDERICK HALMAN**

Dated

Signed by **MARTIN LEE FORREST**

Dated

Signed by **PHILIP TURNER CHADWICK**

Dated

Signed by **PETER JOHN HIGHAM**

Dated

Signed by **MARKUS JOLLEYS**

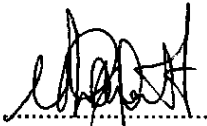
Dated

Signed by **ANDREW ROGERS**

Dated

Signed by **NICHOLAS LONGWORTH**

Dated


21-4-17.

Signed by **MATTHEW CLARK**

Dated

Signed by **JOHN FREDERICK HALMAN**

Dated

Signed by **MARTIN LEE FORREST**

Dated

Signed by **PHILIP TURNER CHADWICK**

Dated

Signed by **PETER JOHN HIGHAM**

Dated

Signed by **MARKUS JOLLEYS**

Dated

Signed by **ANDREW ROGERS**

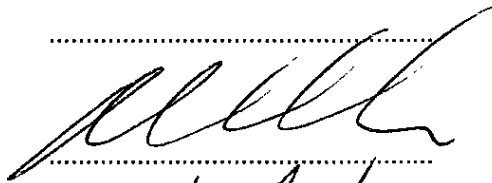
Dated

Signed by **NICHOLAS LONGWORTH**

Dated

Signed by **MATTHEW CLARK**

Dated

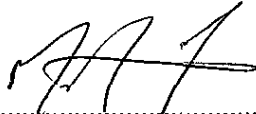

21st April 2017

Signed by **PHILLIP DIGGLE**

Dated

Signed by **MICHAEL BERNARD**
THOMPSON

Dated


.....
22/4/17
.....

Signed by **BOBBY SHAHLAVI**

Dated

.....
.....

Signed by **GERALDINE ANN HARDMAN**

Dated

.....
.....

Signed by **ANDREW GRAHAM**
BUCKLEY

Dated

.....
.....

Signed by **RICHARD JAMES LEECE**

Dated

.....
.....

Signed by **CHRISTINE ANNE REES**


Dated

.....
.....

Signed by **MICHAEL BERNARD**
THOMPSON

Dated

Signed by **BOBBY SHAHLAVI**


21/4/2017

Dated

Signed by **GERALDINE ANN HARDMAN**

Dated

Signed by **ANDREW GRAHAM**
BUCKLEY

Dated

Signed by **RICHARD JAMES LEECE**

Dated

Signed by **CHRISTINE ANNE REES**

Dated

Signed by **MICHAEL BERNARD**

THOMPSON

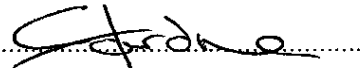
Dated

Signed by **BOBBY SHAHLAVI**

Dated

Signed by **GERALDINE ANN HARDMAN**

Dated


21/09/2017

Signed by **ANDREW GRAHAM**

BUCKLEY

Dated

Signed by **RICHARD JAMES LEECE**

Dated

Signed by **CHRISTINE ANNE REES**

Dated

Signed by **MICHAEL BERNARD**
THOMPSON

Dated

Signed by **BOBBY SHAHLAVI**

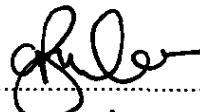
Dated

Signed by **GERALDINE ANN HARDMAN**

Dated

Signed by **ANDREW GRAHAM**
BUCKLEY

Dated


21/4/17

Signed by **RICHARD JAMES LEECE**

Dated

Signed by **CHRISTINE ANNE REES**

Dated

Signed by **MICHAEL BERNARD**

THOMPSON

Dated

Signed by **BOBBY SHAHLAVI**

Dated

Signed by **GERALDINE ANN HARDMAN**

Dated


Signed by **ANDREW GRAHAM**

BUCKLEY

Dated

Signed by **RICHARD JAMES LEECE**

Dated


2/04/17

Signed by **CHRISTINE ANNE REES**

Dated

Signed by **MICHAEL BERNARD**

THOMPSON

Dated

Signed by **BOBBY SHAHLAVI**

Dated

Signed by **GERALDINE ANN HARDMAN**

Dated

Signed by **ANDREW GRAHAM**

BUCKLEY

Dated

Signed by **RICHARD JAMES LEECE**

Dated

Signed by **CHRISTINE ANNE REES**

Dated

CA Rees

24/9/17