

Company number: 09796165

We hereby certify this to be a true copy of the original.
Spearing Waite LLP, 34 Pocklington Walk, Leicester LE1 6BU

Spearing Waite

19/12/17

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GASCOIGNE HALMAN GROUP LIMITED (Company)

Circulation Date:

6 DECEMBER

2017

Pursuant to Chapter 2 of Part 13 of the 2006 Act, the Directors propose that resolutions 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 1,000,000 C Shares of £0.01 each in the capital of the Company 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 authorities conferred by Resolutions 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 1,000,000 C Shares of £0.01 each and in the capital of the Company; and

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COMPANIES HOUSE

- (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 made between (1) Connells Limited, (2) John Frederick Halman, Martin Lee Forrest, Philip Turner Chadwick, Peter John Higham, Markus Jolleys, Andrew Rogers, Nicholas Longworth, Matthew Clark, Phillip Diggle and Patricia Mary Thornhill and (3) the Company, the allotment of 1,000,000 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 £1,000,000 be approved and authorised.

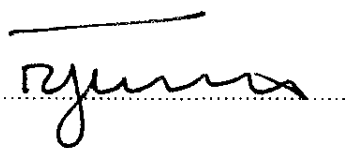
AGREEMENT

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 **06/12/2017**, hereby irrevocably agree to the Resolutions:

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

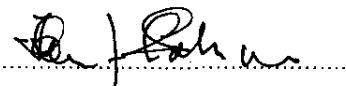
Dated



6 DECEMBER 2017

Signed by **JOHN FREDERICK HALMAN**

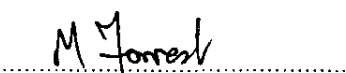
Dated



6 DECEMBER 2017

Signed by **MARTIN LEE FORREST**

Dated



6 DECEMBER 2017

Signed by **PHILIP TURNER CHADWICK**



Dated

6 DECEMBER 2017

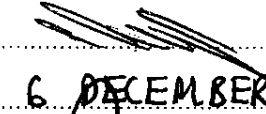
Signed by **PETER JOHN HIGHAM**



Dated

6 DECEMBER 2017

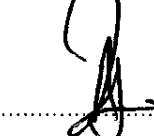
Signed by **MARKUS JOLLEYS**



Dated

6 DECEMBER 2017

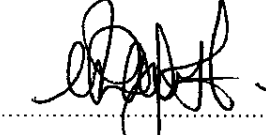
Signed by **ANDREW ROGERS**



Dated

6 DECEMBER 2017

Signed by **NICHOLAS LONGWORTH**



Dated

6 DECEMBER 2017

Signed by **MATTHEW CLARK**



Dated

6 DECEMBER 2017

Signed by **PHILLIP DIGGLE**



Dated

6 DECEMBER 2017

Signed by **PATRICIA MARY THORNHILL**

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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 authorities conferred by Resolutions 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 1,000,000 C Shares of £0.01 each and 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 made between (1) Connells Limited, (2) John Frederick Halman, Martin Lee Forrest, Philip Turner Chadwick, Peter John Higham, Markus Jolleys, Andrew Rogers, Nicholas Longworth, Matthew Clark, Phillip Diggle and Patricia Mary Thornhill and (3) the Company, the allotment of 1,000,000 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 £1,000,000 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 **06/12/** 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

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

Signed by **PHILLIP DIGGLE**

Dated

Signed by **PATRICIA MARY THORNHILL**

Dated

P.M. Thornhill
6 DECEMBER 2017

NOTES

1. You can agree to all, but not some only, of the Resolutions. If you agree with 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 Spearing Waite LLP, 41 Friar Lane, Leicester LE1 5RB.

- **By post:** returning the signed copy by post to Spearing Waite LLP, 41 Friar Lane, Leicester LE1 5RB.

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. Unless, by 28 days of 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.
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.