

Company Number: 09796165

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

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 the resolution be passed as special resolution (**Resolution**).

DEFINITIONS

2006 Act: Companies Act 2006.

Directors: the directors of the Company.

SPECIAL RESOLUTION

THAT the share premium account of the Company be reduced as follows:

- a) reduce the share premium account on the 75,000 A ordinary shares of £0.01 each in the capital of the Company from £5,999,250 to £0; and
- b) reduce the share premium account on the 896,905 C shares of £0.01 each in the capital of the Company from £887,935.95 to £742,500 (meaning £145,435.95 is being reduced),

in order that both of the above create distributable reserves and that both such reductions of share capital be approved for the purposes of the existing subscription and shareholders' agreement relating to the Company dated 18 November 2015, the Company's articles of association and or any other restriction applicable to the same.

AGREEMENT

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

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

WEDNESDAY



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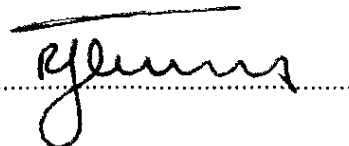
07/06/2017

#172

COMPANIES HOUSE

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

Dated


18/4/2017

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 for and on behalf of **CONNELLS**

LIMITED

Dated

Signed by **JOHN FREDERICK HALMAN** 

Dated 24.04.2017

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 **PHILIP TURNER CHADWICK**

Philip Chadwick
21.4.17

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 **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

NOTES

1. If you agree with the Resolution, 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, 34 Pocklington Walk,

Signed for and on behalf of **CONNELLS**

LIMITED

Dated

Signed by **JOHN FREDERICK HALMAN**

Dated

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Dated

Signed by **PHILIP TURNER CHADWICK**

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Signed by **PETER JOHN HIGHAM**

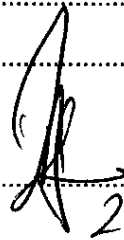
Dated

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 **JOHN FREDERICK HALMAN**

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Signed by **MARTIN LEE FORREST**

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Signed by **PETER JOHN HIGHAM**

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Signed by **MARKUS JOLLEYS**

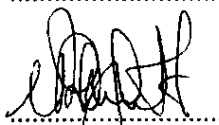
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Signed by **ANDREW ROGERS**

Dated

Signed by **NICHOLAS LONGWORTH**

Dated


21.4.17.

Signed by **MATTHEW CLARK**

Dated

Signed by **PHILLIP DIGGLE**

Dated

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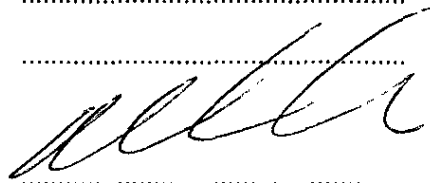
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Signed by **NICHOLAS LONGWORTH**

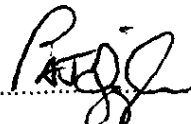
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Signed by **MATTHEW CLARK**

Dated

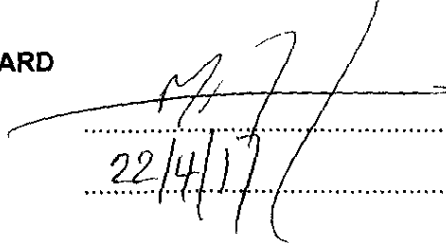

21st April 2017

Signed by **PHILLIP DIGGLE**


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21-4-17
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Dated

Signed by **MICHAEL BERNARD
THOMPSON**


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22/4/17
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Dated

Signed by **BOBBY SHAHLAVI**

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Dated

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Signed by **GERALDINE ANN HARDMAN**

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Dated

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Signed by **ANDREW GRAHAM
BUCKLEY**

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Signed by **RICHARD JAMES LEECE**

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Signed by **CHRISTINE ANNE REES**

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Signed by **PHILLIP DIGGLE**

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Dated

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Signed by **MICHAEL BERNARD**

THOMPSON

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Dated

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Signed by **BOBBY SHAHLAVI**



Dated

21 / 4 / 2017

Signed by **GERALDINE ANN HARDMAN**

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Dated

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Signed by **ANDREW GRAHAM**

BUCKLEY

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Dated

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Signed by **RICHARD JAMES LEECE**

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Dated

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Signed by **CHRISTINE ANNE REES**

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Signed by **PHILLIP DIGGLE**

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Signed by **MICHAEL BERNARD
THOMPSON**

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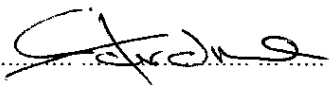
Signed by **BOBBY SHAHLAVI**

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Dated

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Signed by **GERALDINE ANN HARDMAN**



Dated

21/4/2017

Signed by **ANDREW GRAHAM
BUCKLEY**

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Dated

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Signed by **RICHARD JAMES LEECE**

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Signed by **CHRISTINE ANNE REES**

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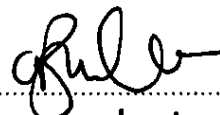
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Signed by **ANDREW GRAHAM
BUCKLEY**

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Dated

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21/4/17

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Dated

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Signed by **GERALDINE ANN HARDMAN**

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Signed by **ANDREW GRAHAM**

BUCKLEY

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Signed by **RICHARD JAMES LEECE**

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Dated

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21/04/17

Signed by **CHRISTINE ANNE REES**

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Dated

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Signed by **PHILLIP DIGGLE**

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Signed by **MICHAEL BERNARD**

THOMPSON

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Dated

24/4/17
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NOTES

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- **By Hand:** delivering the signed copy to Spearing Waite LLP, 34 Pocklingtons Walk, Leicester LE1 6BU.
- **Post:** returning the signed copy by post to Spearing Waite LLP, 34 Pocklingtons Walk, Leicester LE1 6BU.

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.

3. Unless, by 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, 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.