

RETIREMENT BRIDGE INVESTMENTS LIMITED (THE "COMPANY")

(Registered number: 09826520)

WRITTEN RESOLUTION

Circulation date: 30 September 2019

MONDAY



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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolutions 1 and 2 are passed as ordinary resolutions and resolutions 3, 4, and 5 are passed as special resolutions (the "**Resolutions**"):

ORDINARY RESOLUTIONS

1. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company are generally and unconditionally authorised to exercise any power of the Company to allot shares, and to grant rights to subscribe for, or to convert any security into, shares, provided that the maximum amount of shares that may be allotted under this authorisation is:
 - (a) 1,919,050,000 C1 ordinary shares with a nominal value of £0.0001 (the "**C1 Shares**"),
 - (b) 3,198,420,000 C2 ordinary shares with a nominal value of £0.0001 (the "**C2 Shares**");
 - (c) 895,558,100 C3 ordinary shares with a nominal value of £0.0001 (the "**C3 Shares**" and together with the C1, C2 and C3 Shares, the "**Shares**"),and that this authorisation will expire on 18 September 2020.
2. THAT the directors be permitted to:
 - (a) capitalise the sum of £601,302.81 of the Company's profit and loss account; and
 - (b) apply such capitalised sum to paying up the Shares.

SPECIAL RESOLUTIONS

3. THAT, subject to the passing of resolutions 1 and 2, the issued share capital of the Company be reduced from £1,361,352.578257 to 760,049.768257 by cancelling and extinguishing the Shares and for the amount by which the share capital of the Company is so reduced to be appropriated to the payment of:
 - (a) the distribution of £191,905.00 to Paul Barber ("**PB**") on 27 June 2019;
 - (b) the distribution of £319,842.00 to Steven Groves ("**SG**") on 27 June 2019; and
 - (c) the distribution of £89,555.81 to Tony Pierce ("**TP**" and together with PB and SG, the "**C Shareholders**") on 27 June 2019,((a) to (c) inclusive (the "**Distributions**"))
4. THAT any and all claims which the Company has or may have arising out of or in connection with the approval, declaration and/or payment of the Distributions against the C Shareholders be waived and released, and a deed of release in favour of the C Shareholders be entered into by the Company in the form attached to this written resolution and any director in the presence of a witness or any two directors be authorised to execute the same as a deed poll for and on behalf of the Company.

5. THAT any and all claims which the Company has or may have arising out of or in connection with the approval, declaration and/or payment of the Distributions against the Company's directors be waived and released, and a deed of release in favour of the Company's directors be entered into by the Company in the form attached to this written resolution and any director in the presence of a witness or any two directors be authorised to execute the same as a deed poll for and on behalf of the Company.

Agreement


The undersigned, being the all shareholders entitled to vote on the above resolutions on
30 September 2019, hereby irrevocably agrees to such resolutions:

Name of Shareholder

Signature

Date of Signature

Patron Trafford S.à r.l.



30 Sept 2019

Géraldine Schmit, a manager,
for and on behalf of **Patron**
Trafford S.à r.l.

Name of Shareholder

Signature

Date of Signature

Paul Barber

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Paul Barber

Name of Shareholder

Signature

Date of Signature

Stephen Groves

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Stephen Groves

Name of Shareholder

Signature

Date of Signature

Antony Pierce

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.....

Antony Pierce

Agreement

The undersigned, being the all shareholders entitled to vote on the above resolutions on

30 September 2019, hereby irrevocably agrees to such resolutions:

Name of Shareholder

Signature

Date of Signature

Patron Trafford S.à r.l.


.....
Géraldine Schmit, a manager,
for and on behalf of Patron
Trafford S.à r.l.

Name of Shareholder

Signature

Date of Signature

Paul Barber

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30/9/19

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Paul Barber

Name of Shareholder

Signature

Date of Signature

Stephen Groves

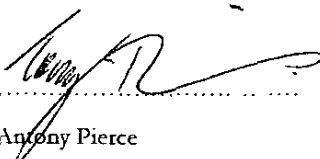
.....
Stephen Groves

Name of Shareholder

Signature

Date of Signature

Antony Pierce

.....

Antony Pierce


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30/9/19

Agreement

The undersigned, being the all shareholders entitled to vote on the above resolutions on
_____ 2019, hereby irrevocably agrees to such resolutions:

Name of Shareholder	Signature	Date of Signature
Patron Trafford S.à r.l. Geraldine Schmit, a manager, for and on behalf of Patron Trafford S.à r.l.

Name of Shareholder	Signature	Date of Signature
Paul Barber Paul Barber

Name of Shareholder	Signature	Date of Signature
Stephen Groves  Stephen Groves 30/10/15

Name of Shareholder	Signature	Date of Signature
Antony Pierce Antony Pierce

Notes

1. If you agree to the resolutions, please signify your agreement by signing and returning this document to the Company's registered address. If you do not agree to such resolutions, you do not need to do anything; you will be deemed not to agree if you do not reply.
2. If sufficient agreement is not received by within 28 days from the circulation date then the resolutions will lapse and the shareholder will not be able to indicate agreement after that date. If you agree to the resolutions, please ensure your agreement reaches us before that date.
3. 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.
4. Once the Company has received this document from you, you are not permitted to revoke your agreement to the resolutions.
5. If you are signing this document on behalf of someone else under a power of attorney or other authority, please enclose a copy of the power of attorney or authority when you return it.