

Registration Number: 09990385

CERTIFIED COPY WRITTEN RESOLUTIONS

NUCLEUS CASH FLOW FINANCE LIMITED

(Company)

Passed on 31 March 2020

SPECIAL RESOLUTION

- 1 THAT the new articles of association of the Company, in the form attached to this resolution, be and are hereby adopted by the Company as its articles of association to the exclusion of and in substitution for the existing articles of association of the Company.

ORDINARY RESOLUTION

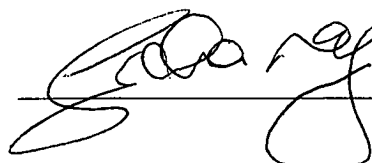
- 2 This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 and/or section 551 of the Companies Act 2006.

THAT:

- (a) the directors of the Company be and are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £3,500,000;
- (b) such authority shall expire on the fifth anniversary of the date of passing this Resolution;
- (c) the Company may, before this authority expires, make offers or agreements which would or might require the allotment of shares in the Company or the grant of rights to subscribe for, or convert any security into, shares in the Company after its expiry and the directors may allot shares or grant rights in pursuance of any such offer or agreement as if this authority had not expired; and
- (d) this Resolution revokes and replaces all unexercised authorities previously granted to the directors pursuant to section 80 of the Companies Act 1985 and/or section 551 of the Companies Act 2006 but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Signed by the Company Secretary for and on behalf of the Company

DATED 31 MARCH 2020



GRAHAM MAY

2 GEES COURT

LONDON, W1U 1JA

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