

COMPANY NUMBER: 10407229

PRIVATE COMPANY LIMITED BY SHARES

Written resolution of

ASTUTE CAPITAL LIMITED

(the "Company")

CIRCULATED ON ~~11 April~~ 11 April 2017

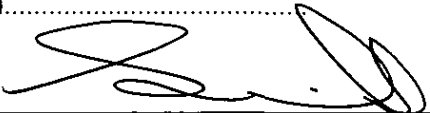
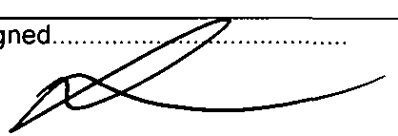
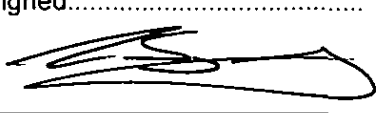
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the following resolution be passed by the members of the Company as a special resolution:

SPECIAL RESOLUTION

1. That the Company be re-registered as a public company under the Companies Act 2006 by the name of Astute Capital plc.
2. That the regulations contained in the document attached to the written resolution be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

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

We, the undersigned, were at the time the resolution was circulated entitled to vote on the resolution and irrevocably agree to the resolution.

| | |
|--|---------------|
| Signed.....  | 11 April 2017 |
| Alistair Moncrieff | |
| Signed.....  | 11 April 2017 |
| Timothy Smith | |
| Signed.....  | 11 April 2017 |
| Richard Symonds | |



EXPLANATORY NOTES FOR SHAREHOLDERS

1. If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods:
 - 1.1 **BY HAND:** by delivering the signed copy to the Directors, Astute Capital Limited, 17 Grosvenor Street, Mayfair, London W1K 4QG;
 - 1.2 **BY POST:** by returning the signed copy by post to the Directors, Astute Capital Limited, 17 Grosvenor Street, Mayfair, London W1K 4QG".
2. If you do not agree to the above resolution, you do not need to do anything.
3. The Company is not to be deemed to have agreed to accept any document or information by electronic means.
4. Once you have signified your agreement to the resolution, you may not revoke your agreement.
5. **The resolution will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on the resolution, please ensure that your agreement reaches the Company on or before this date. If the Company has not received this document from you by then you will be deemed to have voted against the resolution.
6. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.
7. 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.
8. 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.