

Company number: 10652765

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Equipsme (Holdings) Limited (the 'Company')

03/06/ 2019 (the 'Circulation Date')

Under Chapter 2 of Part 13 of the Companies Act 2006 (the 'Act'), the directors of the Company propose that the resolution (1) be passed as an ordinary resolution and resolution 2 be passed as a special resolution (the "Resolutions").

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Act, the directors of the Company (the "Directors") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (the "Rights") up to an aggregate nominal amount of £9.37 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

2. **THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment.

AGREEMENT

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

THURSDAY



A8JNUPWZ

A29

05/12/2019

#7

COMPANIES HOUSE

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

Name: **Matthew Reed**

Signed: 

Date: **14/06/2019**

Name: **Gavin Shay**

Signed:

Date:

Name: **Andrew Santoni**

Signed:

Date:

Name: **Frederick Jakobus Rabie**

Signed:

Date:

Name: **Paul Whitby**

Signed:

Date:

Name: **Russell Kilpatrick**

Signed:

Date:

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Name: **Matthew Reed**

Signed:


Date:

Name: **Gavin Shay**

Signed:

Date:

Name: **Andrew Santoni**

Signed: 

Date: 14/06/2019

Name: **Frederick Jakobus Rabie**

Signed: 

Date: 14/06/2019

Name: **Paul Whitby**

Signed:

Date:

Name: **Russell Kilpatrick**

Signed:

Date:

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Name: **Matthew Reed**

Signed:.....

Date:.....

Name: **Gavin Shay**

Signed:.....

Date: 14/06/2019.....

Name: **Andrew Santoni**

Signed:.....

Date:.....

Name: **Frederick Jakobus Rabie**

Signed:.....

Date:.....

Name: **Paul Whitby**

Signed:.....

Date:.....

Name: **Russell Kilpatrick**

Signed:.....

Date:.....

Name: **June Dawson**

Signed:.....

Date:.....

Name: **Philippa Horlick**

Signed:.....

Date:.....

Name: **Steven Rimmer**

Signed:.....

Date:.....

Name: *Thomas WILKINSON*

Signed: *Thomas WILKINSON*

For and on behalf of: **Baronsmead Venture Trust plc**

Date: *14/06/2019*

Name: *Thomas WILKINSON*

Signed: *Thomas WILKINSON*

For and on behalf of: **Baronsmead Second Venture Trust plc**

Date: *14/06/2019*

Name: **Robert Campbell**

Signed:.....

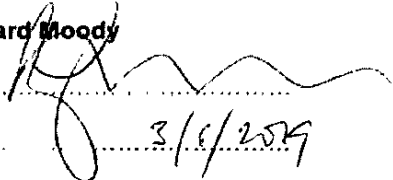
Date:.....

Name: **Steven Ashley**

Signed:.....

Date:.....

Name: **Richard Moody**

Signed:.....

Date:.....

Name: **Roderick Duff**

Signed:.....

Date:.....

Name:

Signed:.....

For and on behalf of: **RGA Americas
Reinsurance Company Ltd**

Date:

NOTES

1. 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 delivery methods:

- **By hand:** delivering the signed copy to James Crotty at Ashfords LLP, Tower Wharf, Cheese Lane, Bristol BS2 0JJ.
- **Post:** returning the signed copy by post to James Crotty at Ashfords LLP, Tower Wharf, Cheese Lane, Bristol BS2 0JJ.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to j.crotty@ashfords.co.uk. Please type "Written resolutions" in the email subject box.

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 the date falling 28 days from the Circulation Date, sufficient agreement is received for the Resolution to pass, it 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.