

Company number 10814415

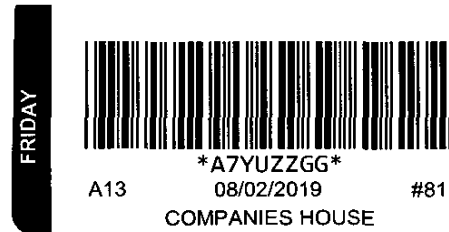
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CIFCO CAPITAL LIMITED (Company)

31 January 2019 (Circulation Date)



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that resolution 1 below is passed as an ordinary resolution and resolutions 2 and 3 below as special resolutions (together the **Resolutions**).

ORDINARY RESOLUTION

1. That the sum of £2,476,668 being part of the share premium account be and is hereby capitalised and appropriated as capital to the holders of A ordinary shares of £1.00 each and B ordinary shares each in the capital of the Company as appearing in the register of members as at the close of business on 31 January 2019 and that the directors be and are hereby authorised to apply such sum in paying up in full:
 - (a) 1,238,334 ordinary A shares of £1.00 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to the holders of A shares of £1.00 each at the rate of 1,238,334 such new share(s) for every 50 existing A shares of £1.00 each held by them; and
 - (b) 1,238,334 ordinary B shares of £1.00 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to the holders of B shares of £1.00 each at the rate of 1,238,334 such new share(s) for every 50 existing B shares of £1.00 each held by them.

SPECIAL RESOLUTIONS

2. That, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £4,565,808 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution (save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired). This authority is in substitution for all previous authorities conferred on the directors in accordance with

section 551 of the Companies Act 2006 (but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities).

3. That, subject to the passing of resolution 2 and in accordance with section 570 of the Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:

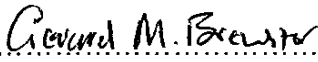
3.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £4,565,808; and

3.2 expire on the fifth anniversary of the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

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

The undersigned, being all of the members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by MSDC (SUFFOLK HOLDINGS) LIMITED... 

Date: 31 January 2019

Signed by BDC (SUFFOLK HOLDINGS) LIMITED 

Date: 31 January 2019

NOTES

1. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of the Resolutions. If you agree to 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 Andrea Curtis, Birketts LLP, Brierly Place, 160-162 New London Road, Chelmsford, Essex CM2 0AP.
- **Post:** Returning the signed copy to Andrea Curtis, Birketts LLP, Brierly Place, 160-162 New London Road, Chelmsford, Essex CM2 0AP.
- **Email:** By attaching a scanned copy of the signed document to an email and sending it to Andrea-Curtis@birketts.co.uk. Please enter "Written resolution" 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. Where, by the date falling 28 days after the Circulation Date set out above, insufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please indicate your agreement and notify us as soon as possible.

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.