

Company Number 10822896

Mercurius Holdings Ltd
(the "Company")

TUESDAY



SOLE MEMBER'S WRITTEN RESOLUTION

19 October 2020

(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**"):

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by GBP 4,900,101.00 from GBP 4,900,106.00 to GBP 5.00 by:

- (a) cancelling and extinguishing to the extent of GBP 0.095216 on each of the 209 issued fully paid up A ordinary shares of GBP 0.10 each in the capital of the Company with the effect of reducing the nominal value of each issued fully paid up A ordinary share from GBP 0.10 each to GBP 0.004784 each, such that the total nominal value is GBP 1.00;
- (b) cancelling and extinguishing to the extent of GBP 0.095216 on each of the 209 issued fully paid up B ordinary shares of GBP 0.10 each in the capital of the Company with the effect of reducing the nominal value of each issued fully paid up B ordinary share from GBP 0.10 each to GBP 0.004784 each, such that the total nominal value is GBP 1.00;
- (c) cancelling and extinguishing to the extent of GBP 0.096689 on each of the 302 issued fully paid up D ordinary shares of GBP 0.10 each in the capital of the Company with the effect of reducing the nominal value of each issued fully paid up D ordinary share from GBP 0.10 each to GBP 0.003311 each, such that the total nominal value is GBP 1.00;
- (d) cancelling and extinguishing to the extent of GBP 0.094445 on each of the 180 issued fully paid up E ordinary shares of GBP 0.10 each in the capital of the Company with the effect of reducing the nominal value of each issued fully paid up E ordinary share from GBP 0.10 each to GBP 0.005555 each, such that the total nominal value is GBP 1.00;
- (e) cancelling and extinguishing to the extent of GBP 0.096667 on each of the 300 issued fully paid up F ordinary shares of GBP 0.10 each in the capital of the Company with the effect of reducing the nominal value of each issued fully paid up F ordinary share from GBP 0.10 each to GBP 0.003333 each, such that the total nominal value is GBP 1.00; and
- (f) reducing the share premium account of the Company by GBP 4,899,986.00 to nil.

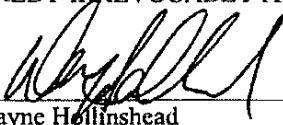
AND THAT the amount by which the share capital is reduced shall be credited to a distributable reserve of the Company.

Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

[Signature page follows]

AGREEMENT

I/WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date,
HEREBY IRREVOCABLY AGREE to the Resolution.



Wayne Hollinshead
duly authorised signatory for and on behalf of
Pattonair Europe Limited

Dated 19 October 2020

NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
4. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document.