

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION(S)

Of

Nelcrest Limited
("Company")

16th April 2018

("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (**Resolutions**).

SPECIAL RESOLUTIONS

RESOLUTION 1:

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £998.00.

RESOLUTION 2:

THAT, subject to the passing of Resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by Resolution 1 as if section 561(1) of the CA 2006 did not apply to any such allotment.

FRIDAY



A759JY0W

A09

04/05/2018

#173

COMPANIES HOUSE

We hereby certify that this is a true and complete copy of the original document

Signed

Date

03.05.2018

Brabners

Horton House Exchange Flags Liverpool L2 9V.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions:

Signed for and on behalf of
Northern & Midland Holdings Limited:

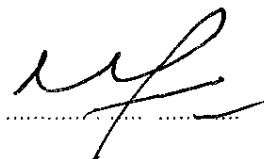
.....

Date:

.....

Signed for and on behalf of
Helen Holdings Limited:

.....



Date:

16th April 2018

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 methods:

- **By hand.** delivering the signed version to 3rd Floor, Horton House, Exchange Flags, Liverpool L2 3YL;
- **Post:** returning the signed version to 3rd Floor, Horton House, Exchange Flags, Liverpool L2 3YL;
- **Email:** by attaching a scanned copy of the signed version to an email and sending it to Alexander.Thow@brabners.com. Please enter "Written Resolution" in the email subject box.

You may not return the Resolutions to the Company by any other method **if you do not agree to the Resolution(s)**, 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 Resolution, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions 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.