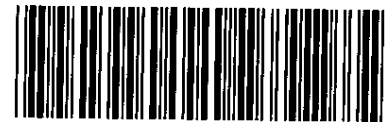


GPS GROUP HOLDINGS LIMITED

(Registered in England – No 12206931)

THURSDAY



LD1 *L8H9WMXM* 31/10/2019 #36
COMPANIES HOUSE

WRITTEN RESOLUTION

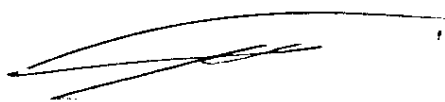
(Circulated on... **31 OCTOBER**2019) ("Circulation Date")

The following resolution was duly passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on **31 OCTOBER** 2019 by members of the Company representing the required majority of total voting rights of eligible members as a special resolution:

SPECIAL RESOLUTION

1 THAT:

- 1.1 the issued share capital of the Company be reduced by cancelling and extinguishing all the issued B ordinary shares of £0.30 each in the capital of the Company, each of which is fully paid up and the amount by which the share capital is reduced be repaid to the holders of those shares; and
- 1.2 subject to and conditional on the reduction of the B ordinary shares of £0.30 each in the capital of the Company taking effect:
 - 1.2.1 in accordance with section 618(1)(a) of the Companies Act 2006 ("CA 2006"), the 212,936 A ordinary shares of £0.70 each in the capital of the Company be sub-divided into 14,905,520 A ordinary shares of £0.01 each in issue in the capital of the Company ("Subdivided A Shares");
 - 1.2.2 each of the 14,905,520 Subdivided A Shares in issue in the capital of the Company be converted into and re-designated as an ordinary share of £0.01 each in the capital of the Company, such ordinary shares having the rights set out in the articles of association of the Company to be adopted pursuant to this Resolution; and
 - 1.2.3 the articles of association in the form attached and marked "A" for identification purposes 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.


.....
Director/Secretary