

ABACUS DIRECT PROPERTIES HOLDINGS LIMITED

(No. 12282911)

WRITTEN RESOLUTIONS

CIRCULATION DATE: 24th DECEMBER 20: 19

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), we the undersigned eligible members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date hereby pass the following resolutions as written resolutions and agree that, if duly passed, they shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

- 1** That the issued share capital of the Company be reduced by cancelling and extinguishing the following shares in the capital of the Company:

- 1.1** 1,200,000 B ordinary shares of £0.50 each registered in the name of Stephen Bradbury;
- 1.2** 4,400,000 C ordinary shares of £0.50 each registered in the name of Stephen Bradbury;
- 1.3** 1,100,000 D ordinary shares of £0.50 each registered in the name of Stephen Bradbury;
- 1.4** 1,200,000 B ordinary shares of £0.50 each registered in the name of Ian Pattison;
- 1.5** 4,400,000 C ordinary shares of £0.50 each registered in the name of Ian Pattison; and
- 1.6** 1,100,000 D ordinary shares of £0.50 each registered in the name of Ian Pattison

and the amount by which the share capital of the Company is so reduced be credited to a reserve (the **Capital Reduction**), it being further resolved and acknowledged that a copy of a solvency statement dated on or prior to the date of these Resolutions as required by section 643 of the Companies Act 2006 in connection with such capital reduction is attached to this resolution as required by section 642(2) of the Companies Act 2006.

- 2** That notwithstanding any provisions contained in the Company's articles of association which may prohibit, limit or restrict the Capital Reduction:

- 2.1** the Capital Reduction be and is hereby approved in all respects; and
- 2.2** the Company and each of its directors be and are hereby authorised to effect the Capital Reduction without need for further recourse to the members of the Company.

SATURDAY



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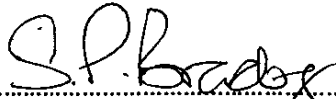
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COMPANIES HOUSE

AGREEMENT

The members whose signatures appear below, being eligible members entitled to vote on the above resolutions on the circulation date noted above, hereby agree to the above resolutions.



Stephen Bradbury

Date: 24th December 2019



Ian Pattison

Date: 24th December 2019

ABACUS DIRECT PROPERTIES HOLDINGS LIMITED

(No. 12282911)

SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006

DATE: 24th December 2019

It is proposed that Abacus Direct Properties Holdings Limited (No. 12282911) (the **Company**) shall effect a capital reduction by cancelling and extinguishing the following shares in the capital of the Company:

- 1 1,200,000 B ordinary shares of £0.50 each registered in the name of Stephen Bradbury;
- 2 4,400,000 C ordinary shares of £0.50 each registered in the name of Stephen Bradbury;
- 3 1,100,000 D ordinary shares of £0.50 each registered in the name of Stephen Bradbury;
- 4 1,200,000 B ordinary shares of £0.50 each registered in the name of Ian Pattison;
- 5 4,400,000 C ordinary shares of £0.50 each registered in the name of Ian Pattison; and
- 6 1,100,000 D ordinary shares of £0.50 each registered in the name of Ian Pattison

and such capital reduction is to be supported by a solvency statement pursuant to section 642 of the Companies Act 2006.

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 643 of the Companies Act 2006 for the purposes of section 642 of the Companies Act 2006.

Having taken into account all of the Company's liabilities (including any contingent or prospective liabilities), we have formed the opinion that:

- 1 as regards the Company's situation as at the date of this statement, there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts; and
- 2 the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.



Stephen Bradbury

Date: 24th December 2019



Ian Pattison

Date: 24th December 2019



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