

Company Number: NI636702

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS**

of

BROGAN LIMITED
(the "Company")

WEDNESDAY



JNI *J7XRTS6Y*
23/01/2019 #8
COMPANIES HOUSE

18 JANUARY 2019 (the "Circulation Date")

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolution 1 below is passed as an ordinary resolution (the "Ordinary Resolution"); and
- resolution 2 below is passed as a special resolution (the "Special Resolution").

ORDINARY RESOLUTION

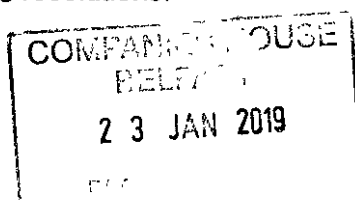
1. **THAT**, in accordance with section 551 of the Companies Act 2006 (the "CA 2006"), the the directors of the Company (the "Directors") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £99,900, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2019. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

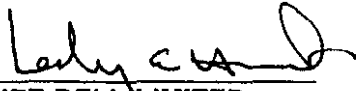
2. **THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
 - 2.1. be limited to the allotment of equity securities up to an aggregate nominal amount of £99,900; and
 - 2.2. expire on 31 December 2019 (unless renewed, varied or revoked by the Company prior to or on that date).

AGREEMENT

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



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



BANNER DELL LIMITED

Dated: 18 JANUARY 2019

Atalaya Fund VI Lux Holdco S.à r.l.

Name:

Title: manager and authorised signatory

Dated:

NOTES

1. If you wish to vote in favour of a resolution, please sign and date this document and return it to the Company using one of the following delivery methods:
 - **By hand.** Delivering the signed copy marked FAO Ryan Smith at the Company's registered office.
 - **Post.** Returning the signed copy by post marked FAO Ryan Smith at the Company's registered office.
 - **Email.** Attaching a scanned copy of the signed document to an email and sending it to ryan.smith@dunlucecapital.com. Please type "Written resolutions: Brogan" in the email subject box.

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement.
3. Unless within 30 days of the Circulation Date, sufficient agreement is received for a resolution to pass, that resolution will lapse. If you agree to all or any of 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.

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

BANNER DELL LIMITED

Dated:


Atalaya Fund VI Lux Holdco S.à r.l.

Name: **Joshua Ufberg**

Title: manager and authorised signatory

Dated: 18 JANUARY 2019

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