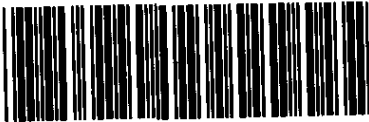


09 NOV 2018

FRIDAY

SCT *S7ID14ZV* #362
09/11/2018
COMPANIES HOUSE

THE COMPANIES ACT 2006

FRONT DESK

WRITTEN RECORD OF RESOLUTION OF THE MEMBERS OF

SPRINGS AND FALLS LIMITED

REGISTERED NUMBER: SC180478

(the "Company")

30th of October 2018 : ("the Circulation Date")30 OCTOBER 2018 : ("the Approval Date")

I, the undersigned, being the sole director of the above Company hereby note that:

- a. the following resolutions, such resolutions to have effect as either ordinary or special resolutions as indicated, were placed before the members of the Company in the form of a written resolution on the Circulation Date;

and

- b. the requisite level of consent required to approve the resolutions was obtained by the Company on the Approval Date and therefore the resolutions were duly passed by members of the Company on that date.

ORDINARY RESOLUTION

- 1 THAT the Directors be and hereby are generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "Act") to allot relevant shares and grant rights to subscribe for, or to convert any security into shares on the basis that:

1.1.1 the maximum amount of the relevant securities to be allotted pursuant to this authority shall be 198 ordinary shares of £1.00 each in the capital of the Company;

1.1.2 this authority shall expire, unless sooner revoked or varied, on the expiry of the period of five years from the date of the passing of this resolution;

but provided that the Directors may after such revocation, variation or expiry allot shares pursuant to an offer or agreement so to do made by the Company prior to such revocation or variation or expiry which the Company, by this authority, is allowed to make or enter into. This authority is in substitution for all subsisting authorities, to the extent unused.

SPECIAL RESOLUTION

- 2 **THAT the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) pursuant to the authority conferred by resolution one above, as if Section 561(1) of the Act does not apply to such an allotment, on the basis that this power shall be limited to any allotment made pursuant to the authority conferred on the Directors by resolution one. This power shall cease to have effect when the authority conferred by resolution one is revoked or (if not revoked) expires but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.**

A handwritten signature in black ink, appearing to be 'J. Jones', written over a horizontal line.

Director