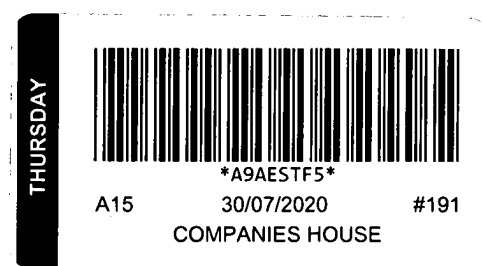


**THE COMPANIES ACT 2006**  
**WRITTEN RESOLUTIONS OF**  
**HAYDOCK FINANCE LIMITED**  
**(the "Company")**

**Circulation Date:** 26 June 2020



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions and resolution 3 below is passed as a special resolution (the "**Resolutions**");

**ORDINARY RESOLUTION**

1. **THAT** the authorised share capital of the Company be increased by 61,000,000 ordinary shares of £1.00 each in the capital of the Company, having the rights and restrictions set out in the articles of association of the Company (the "**Articles**");
2. **THAT** for the purposes of section 551 of the Act and the Articles:
  - 2.1 the Directors be and are hereby generally and unconditionally authorised to allot 61,000,000 ordinary shares of £1.00 each to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this Resolution; and
  - 2.2 the Company be and is hereby authorised to make, prior to the expiry of such period, any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot any such shares and grant any such subscription and conversion rights referred to in 1.1 above in pursuance of any such offer or agreement, notwithstanding the expiry of the authority given by this Resolution in accordance with the provisions of section 551(7)(b) of the Act,

so that all previous authorities of the Directors pursuant to the said section 551 of the Act be and are hereby revoked; and

**SPECIAL RESOLUTION**

3. **THAT** the Directors be and are hereby empowered in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred upon them to allot such shares or grant such rights by resolution 2 above, up to a maximum nominal value of £61,000,000, as if sub-section (1) of section 561 of the Act did not apply to such allotment, and that article 9(A) of the Articles shall not apply in respect of the issue and allotment of such shares.

[SIGNATURE PAGE FOLLOWS]

The undersigned, being the shareholder entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

**HAYDOCK FINANCE HOLDINGS LIMITED**

By:

Name: John Michael Jenkins

Title: Director

Date: 2/6/2020, 2020

**NOTES:**

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If within 28 days following the Circulation Date, sufficient agreement has not been received in order to pass the Resolutions, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company on or before this date.
3. In the case of joint holders, the vote of the first-named in the register of members of the Company, whether in person or by proxy, will be accepted to the exclusion of that of the other joint holders.
4. 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.