

Company number 03221751

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

REBUS PERSONNEL SERVICES LIMITED (the "Company")

Circulation Date 19 December 2016

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following written resolutions which are proposed as special resolutions

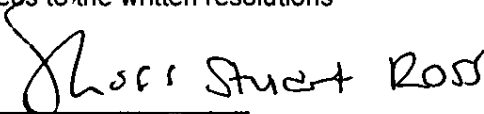
SPECIAL RESOLUTIONS

- 1 That the issued share capital of the Company be reduced from £1,000 to £1 00 by cancelling all but one of the issued ordinary shares of £1 00 each in the Company, each of which is fully paid up (the "**Capital Reduction**")
- 2 That the proceeds from the Capital Reduction be treated as a creation of distributable reserves of the Company
- 3 That, the directors are authorised to take all steps necessary or desirable to implement the Capital Reduction

AGREEMENT TO WRITTEN RESOLUTIONS

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

The undersigned, a person entitled on the Circulation Date to vote on the written resolution, irrevocably agrees to the written resolutions



Duly authorised for Rebus Holdings Limited

Date of agreement to resolutions 19/12/ 2016

THURSDAY



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COMPANIES HOUSE

ACCOMPANYING STATEMENT TO PROPOSED WRITTEN RESOLUTION

How to agree to these resolutions

- 1 You can choose to agree to all the resolutions or none of them but you cannot agree to only some of the resolutions
- 2 If you agree to the resolutions, please signify your agreement to the resolutions by signing and dating the attached document and returning it to the Company using one of the following methods
 - (a) **by hand** by delivering it to Julia Lopez-Spencer at Peoplebuilding 2, Peoplebuilding Estate Maylands, Avenue Hemel Hempstead, Hertfordshire, HP2 4NW,
 - (b) **by post** by posting it to Julia Lopez-Spencer at Peoplebuilding 2, Peoplebuilding Estate Maylands, Avenue Hemel Hempstead, Hertfordshire, HP2 4NW,
 - (c) **by email** by either
 - (i) attaching a scanned legible copy of the signed and dated document to an email and sending it to julia.lopez-spencer@ngahr.com, or
 - (ii) sending an email to the Company at julia.lopez-spencer@ngahr.com identifying the resolutions to which it relates and confirming your agreement to the resolutions and this email must also state your name and the shares in respect of which you are voting

In either case, please enter "Written resolutions circulated on [*insert Circulation Date 2016*]" in the subject box of the email

Deadline for confirming agreement

- 3 The period for agreeing to the attached written resolutions is the period of 28 days beginning with the Circulation Date. If you agree to the resolutions, you must ensure that your agreement reaches us during this period by complying with the steps set out in note 2. If not passed during this period, the written resolutions lapse and the agreement of any member signified after that period will be ineffective. If you do not agree to the resolutions, you do not need to do anything. Once you have given your agreement in accordance with the steps set out in note 2, you may not revoke that agreement.

Joint holders

- 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.

Powers of attorney

- 5 If you are signing this document on behalf of a person under a power of attorney or other authority, you must send a copy of the power of attorney or authority when returning this document.