

5Company number 03505741

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PERRY CAPITAL LIMITED (the "Company")

25th August 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution").

SPECIAL RESOLUTION

That the share capital of the Company be reduced from £1,021,000 divided into 1,021,000 Ordinary shares of £1 each (which have been issued and are fully paid up) to £100 divided into 100 Ordinary shares of £1 each.

Such reduction shall be effected by

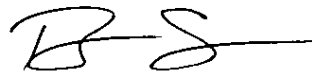
repaying to the holders of 1,020,900 Ordinary shares paid-up share capital to the extent of £1 per share

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on 25th August 2017, hereby irrevocably agrees to the Resolution:

Signed by Brian Shanly
For and on behalf of Perry Capital LLC



Date

25 August 2017



NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either to 7th Floor, North Tower, 26 Elmfield Road, Bromley BR1 1LR.

You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, 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 the Resolution, you may not revoke your agreement.

PERRY CAPITAL LIMITED
(Company number: 03505741)

Resolutions of the sole director of Perry Capital Limited (the "Company") held at 747 Fifth Avenue, New York, NY 10153 on Thursday 25th August 2017 at 9:30pm.

PRESENT:	NAME	POSITION
	Brian Shanly	Director

1. BUSINESS OF THE SOLE DIRECTOR

The sole director noted that the reduction of share capital is permissible pursuant to section 641 of the Companies Act 2006, provided that it is approved by special resolution and is supported by a solvency statement. The sole director reported that the business of the meeting was to propose to the shareholders of the Company that the share capital of the Company be reduced from £1,021,000 divided into 1,021,000 Ordinary shares of £1 each (which have been issued and are fully paid up) to £100 divided into 100 Ordinary shares of £1 each.

Such reduction shall be effected by

repaying to the holders of 1,020,900 Ordinary shares paid-up share capital to the extent of £1 per share

2. DOCUMENTS PRODUCED TO THE MEETING

The following documents were produced to the meeting:

(a) Draft Solvency Statement

(b) Draft written special resolution of the members of the Company ("Written Resolution") which stated:


That the share capital of the Company be reduced from £1,021,000 divided into 1,021,000 Ordinary shares of £1 each (which have been issued and are fully paid up) to £100 divided into 100 Ordinary shares of £1 each.

Such reduction shall be effected by

repaying to the holders of 1,020,900 Ordinary shares paid-up share capital to the extent of £1 per share

3. RESOLUTIONS

After consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED to prepare the Solvency Statement and approve the draft Written Resolution and send the latter to every eligible member of the Company and the Company's auditors together with the Solvency Statement.



4. ADJOURNMENT

- (a) The sole director adjourned so that the Written Resolution could be sent to every eligible member of the Company and passed.
- (b) The sole director noted after the events in paragraph (a) above the Written Resolution had been passed.


5. FILING

The sole director instructed Nathan Brown to arrange for the following to be filed at Companies House within 15 days of the passing of the Resolution:

- (a) Solvency Statement
- (b) Statement of Capital (Form SH19 (Section 644 & 649))
- (c) Statement by Directors under section 644(5) Companies Act 2006
- (d) Copy of the Written Resolution
- (e) Fee of £10 for a standard service

6. CLOSE

There was no further business and therefore the chairman declared that the meeting was closed.


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Director