

THE COMPANIES ACT 2006

WRITTEN RECORD OF RESOLUTION OF THE SOLE MEMBER OF

ULTIMATE FINANCE GROUP LIMITED

REGISTERED NUMBER: 04350565

(the "Company")

CIRCULATION DATE: 21 December 2017

APPROVAL DATE: 21 December 2017

I, the undersigned, being a director of the above Company hereby note that.

the following resolutions, such resolutions to have effect as a special resolution, were placed before the sole member of the Company in the form of a written resolution on *21 DECEMBER* 2017 (the "Circulation Date"); and

the requisite level of consent required to approve the resolutions was obtained by the Company on *21 DECEMBER* 2017 the "Approval Date") and therefore the resolutions were duly passed by the sole member of the Company on that date.

ORDINARY RESOLUTION

9 THAT the directors be and hereby are generally and unconditionally authorised for the purposes of section 550 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:

9 1. the maximum amount of the relevant securities to be allotted pursuant to this authority shall be 410,000,000 ordinary shares of £0.05 each in the capital of the Company, and

9 2. this authority shall, unless renewed, varied or revoked by the Company, five years from the date of passing of this resolution,

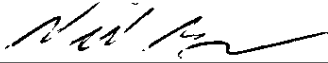
save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and 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.

10. THAT the board of directors of the Company be authorised to cause the Company to allot on terms approved or to be approved by a resolution of the board of directors up to 410,000,000 ordinary shares of £0.05 each to us, being the sole member of the Company, in consideration of a release of certain indebtedness owed by the Company.



SPECIAL RESOLUTION

11. 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 2 as if section 561(1) of the Act does not apply to such allotment, on the basis that this power shall be limited to any allotment made pursuant to the authority conferred on the directors by resolution 2. This power shall cease to have effect when the authority conferred by resolution 2 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.



Director