

THE COMPANIES ACT 2006

COMPANY NUMBER: 05851954

WRITTEN RESOLUTION

OF

BRIGGS & FORRESTER LIMITED
("the Company")



A21 *A7HMLNP4*
30/10/2018 #144
COMPANIES HOUSE

TUESDAY

We, the undersigned, holding the entire issued share capital of the Company and entitled to receive notice of and to attend and vote at general meetings HEREBY PASS the following resolution as a special resolution and agree that the said resolution shall, pursuant to Section 283 of the Companies Act 2006 for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

IT IS RESOLVED:

1. THAT, upon the recommendation of the directors and based on the signed solvency statement dated the day and year hereafter written (a copy of which is attached hereto and for the purposes of identification marked with an "A"), the Company's issued share capital be reduced from £1,660,000 to £1 by cancelling 16,599,990 Ordinary Shares of £0.10 each and that the capital so released be repaid to the sole shareholder;
2. THAT, upon the recommendation of the directors and based on the signed solvency statement dated the day and year hereafter written (a copy of which is attached hereto and for the purposes of identification marked with an "A"), the amount of £8,500,000 standing to the credit of the share premium account of the Company be cancelled and the amount so cancelled be transferred to the profit and loss account; and
3. THAT, upon the recommendation of the directors and based on the signed solvency statement dated the day and year hereafter written (a copy of which is attached hereto and for the purposes of identification marked with an "A"), the amount of £340,000 standing to the credit of the capital redemption reserve of the Company be cancelled and the amount so cancelled be transferred to the profit and loss account.

Dated this 18th day of October 2018 and signed by:

For and on behalf of Briggs & Forrester (UK) Limited

Notes

1. The purpose of this written resolution is to reduce the issued share capital of the company supported by solvency statement.
2. The resolution is a special resolution and the requisite majority needed to pass the resolution is members representing not less than three-fourths of the total voting rights of eligible members..
3. The circulation date of this written resolution is the date hereof.
4. If you agree to all resolutions herein, please signify your agreement by signing against your name where indicated and enter the date on which you signed the document. Please then return the document to the Company.
5. If you return the document signed, but un-dated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company.
6. If not passed by the requisite majority of members, this written resolution shall lapse 28 days from the date of circulation as stated in 3.
7. Once this resolution has been signed and returned to the Company, your agreement to it may not be revoked.