

Company Number: 10176070

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

RECON GROUP UK LIMITED (the "Company")

..... 16 August 2018 (the "Circulation Date")

We, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company as at the Circulation Date, hereby irrevocably agree to all of the following resolutions (the "**Resolutions**"), which are proposed by the directors of the Company (the "**Directors**") to be passed as ordinary and special resolutions (as indicated below) of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "**Act**").

SPECIAL RESOLUTION

- 1 **THAT** the articles of association of the Company be amended by the inclusion of a new article 30b as follows:

"Subject to the requirements of CA 2006 and for the purposes of section 692(1Za) CA 2006, but without prejudice to any other provision of these Articles, the Company may purchase such of its own shares as are Deferred Shares out of capital in accordance with section 692(1Za) CA 2006 up to any amount in a financial year not exceeding the lower of:

(a) £15,000; and

(b) the nominal value of 5% of the Company's fully paid share capital at the beginning of each financial year of the Company."

ORDINARY RESOLUTION

- 2 **THAT**, subject to the passing of Resolution 1 above, the terms of an agreement proposed to be made between the Company and Recon Group Limited for the purchase by the Company from Recon Group Limited of the 49,133,436 ordinary shares of £1.00 each which were converted, re-designated and reclassified as deferred shares of £1.00 each in the capital of the Company pursuant to an ordinary resolution of the Company passed on 20 July 2018 for a total consideration of £1.00 as set out in the contract attached (the "**Buyback Agreement**") be approved and the Company be authorised to enter into the Buyback Contract.

THURSDAY



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A20 06/09/2018 #47
COMPANIES HOUSE

AGREEMENT

Please read the notes at the end of these Written Resolutions before signifying your agreement to the Resolutions.

In relation to Resolution 1, we, the undersigned, being all the shareholders of the Company entitled to vote on such Resolutions on the Circulation Date, hereby irrevocably agree to Resolution 1.

In relation to Resolution 2, we, the undersigned being all the shareholders of the Company entitled to vote on such Resolutions on the Circulation Date which for the purposes of Resolution 2 excludes Recon Group Limited, hereby irrevocably agree to Resolution 2:

Shareholder Name

Signature & Date

for and on behalf of **NNS UK GP S.à.r.l**
in its capacity as general partner of
NSWE S.C.S


Date: **16 August 2018**

for and on behalf of **Aston Villa Investors**
GP LLC in its capacity as general partner
of **NSWE S.C.S**

.....
Date:

for and on behalf of **Recon Group**
Limited (*excluded from voting on*
Resolution 2)

.....
Date:

AGREEMENT

Please read the notes at the end of these Written Resolutions before signifying your agreement to the Resolutions.

In relation to Resolution 1, we, the undersigned, being all the shareholders of the Company entitled to vote on such Resolutions on the Circulation Date, hereby irrevocably agree to Resolution 1.

In relation to Resolution 2, we, the undersigned being all the shareholders of the Company entitled to vote on such Resolutions on the Circulation Date which for the purposes of Resolution 2 excludes Recon Group Limited, hereby irrevocably agree to Resolution 2:

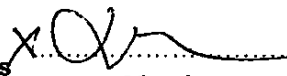
Shareholder Name

Signature & Date

for and on behalf of **NNS UK GP S.à.r.l**
in its capacity as general partner of
NSWE S.C.S

.....
Date:

for and on behalf of **Aston Villa Investors**
GP LLC in its capacity as general partner
of **NSWE S.C.S**


.....
Date: **29 August 2018**

for and on behalf of **Recon Group**
Limited (*excluded from voting on*
Resolution 2)

.....
Date:

AGREEMENT

Please read the notes at the end of these Written Resolutions before signifying your agreement to the Resolutions.

In relation to Resolution 1, we, the undersigned, being all the shareholders of the Company entitled to vote on such Resolutions on the Circulation Date, hereby irrevocably agree to Resolution 1.

In relation to Resolution 2, we, the undersigned being all the shareholders of the Company entitled to vote on such Resolutions on the Circulation Date which for the purposes of Resolution 2 excludes Recon Group Limited, hereby irrevocably agree to Resolution 2:

Shareholder Name

Signature & Date

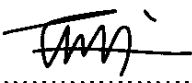
for and on behalf of **NNS UK GP S.à.r.l**
in its capacity as general partner of
NSWE S.C.S

.....
Date:

for and on behalf of **Aston Villa Investors**
GP LLC in its capacity as general partner
of **NSWE S.C.S**

.....
Date:

for and on behalf of **Recon Group**
Limited (*excluded from voting on*
Resolution 2)


.....
Date: **16 August 2018**

NOTES:

- 1 You can choose to agree to all the Resolutions or none of them but you cannot agree to only one of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated opposite your name above and returning it to the Company using one of the following methods:
 - (a) **By Hand:** delivering the signed copy to the Directors, Villa Park, Trinity Road, Birmingham, B6 6HE; or
 - (b) **Post:** returning the signed copy by post to the Directors, Villa Park, Trinity Road, Birmingham, B6 6HE.

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
- 3 Unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 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.
- 5 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.