

Company number: 10176070

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN ORDINARY AND SPECIAL RESOLUTIONS
OF
RECON GROUP UK LIMITED

WEDNESDAY



UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By written resolutions dated 26th April 2019, members representing all of the total voting rights of members who were entitled to vote on the resolutions on their circulation date agreed to Resolution 1 (*Authority to allot*) being passed as an ordinary resolution and Resolution 2 (*Disapplication of pre-emption rights*) being passed as a special resolution:

Resolution 1 – Authority to allot

THAT:

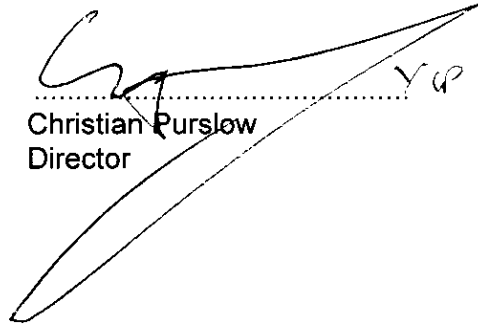
- (1) the directors be generally and unconditionally authorised pursuant to section 551 of the 2006 Act to exercise all or any powers of the Company to allot shares in the Company up to a nominal aggregate amount of £35,000,000 provided that:
 - (a) this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting or by written resolution) on the fifth anniversary of the date of this resolution;
 - (b) the Company may before such expiry make an offer, agreement or other arrangement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer, agreement or other arrangement as if the authority hereby conferred had not expired; and
 - (c) this authority shall be in substitution for all previous authorities under section 551 of the 2006 Act which are hereby revoked but without prejudice to any allotment, offer or agreement made or entered into prior to the date of this resolution.

Resolution 2 – Disapplication of pre-emption rights

THAT:

- (2) subject to the passing of Resolution 1 and in accordance with section 570 of the 2006 Act, the directors be generally empowered to allot equity securities (as defined by section 560 of the 2006 Act) pursuant to the authority conferred by Resolution 1 as if

section 561(1) of the 2006 Act did not apply to any such allotment provided that the authority granted by this resolution shall cease to have effect where the authority granted under Resolution 1 is revoked.



Christian Purslow
Director