

Company number 10814415

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CIFCO CAPITAL LIMITED (**Company**)

27 Sept 2019 (**Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that resolutions 1 and 2 below are passed as special resolutions (together the **Resolutions**).

### **SPECIAL RESOLUTIONS**

1. That, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £5,000,000 (£2,500,000 per member) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date 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 is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006 (but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities) and shall also be construed as consent of the members for the purposes of Article 4.1.2 of the Company's articles of association with regards to any shares that are allotted pursuant to it.
2. That, subject to the passing of resolution 1 and in accordance with section 570 of the Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:
  - 3.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £5,000,000 (£2,500,000 per member); and
  - 3.2 expire on the fifth anniversary of the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or

might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

## AGREEMENT

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

The undersigned, being all of the members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by a duly authorised representative  
for and on behalf of

MSDC (SUFFOLK HOLDINGS) LIMITED..... *Gervail M. Brewster.*

Date: ..... 27/09/2019 .....

Signed by a duly authorised representative  
for and on behalf of

BDC (SUFFOLK HOLDINGS) LIMITED ..... 

Date: ..... 27/09/2019 .....