

Company No 1030919

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**  
(Section 288 Companies Act 2006)

**OF**

**MUNRO & FORSTER COMMUNICATIONS LIMITED ("Company")**

**Dated:** 28 MAY 2015 ("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 ordinary resolutions (together the "**Resolutions**")

**ORDINARY RESOLUTIONS**


- 1 **IT IS RESOLVED** that the agreement attached to this written resolution, which is expressed to be made between the Company (1) and Julie Flexen ("**Seller**") (2) ("**Agreement**") and providing for the off-market purchase by the Company of 21,028 B ordinary shares of £0.001 each in the Company registered in the name of the Seller ("**Sale Shares**") on the terms specified in the Agreement, be and is hereby approved and authorised for the purposes of Part 18 of the Companies Act 2006 and that any director be and is hereby authorised and requested to procure the Company enter into the Agreement
- 2 **IT IS RESOLVED** that any director be authorised to complete the purchase of the Sale Shares in accordance with the terms of the Agreement

**Agreement**

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



The undersigned, being the only member of the Company who is entitled to vote on the Resolutions at the Circulation Date hereby irrevocably agrees to the Resolutions.

  
\_\_\_\_\_  
Brian Gunson

Date 28th May 2015

## NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- 11 **By Hand** delivering the signed copy to Julie Flexen at Munro & Forster Communications Limited, Bank Chambers, 6-10 Borough High Street, London, SE1 9QQ
- 12 **Post** returning the signed copy by post to Julie Flexen at Munro & Forster Communications Limited, Bank Chambers, 6-10 Borough High Street, London, SE1 9QQ.
- 13 **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [julie.flexen@munroforster.com](mailto:julie.flexen@munroforster.com). Please enter "Munro & Forster - Resolution" in the e-mail subject box

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 4 weeks 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 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