

Company number 01520800

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
du Pré LIMITED (**Company**)

Nov 1, 2018

Circulation Date: 2018 (**Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company ("**Directors**") propose that the following resolutions are passed as special resolutions ("**Resolutions**").

SPECIAL RESOLUTIONS

1. THAT the articles of association be amended by the insertion of the new definition of "Qualifying Person" in alphabetical order in Article 1.1:

Qualifying Person: means (i) (in the case of a P Director) any person (whether or not a director) or (ii) (in the case of a B Director, K Director or R Director) any person (whether or not a director) other than a person who is an existing director representing another class of shares from the Appointor (as defined in Article 12.1).

2. THAT the articles of association be amended by the deletion of the existing Article 12.1 and the substitution therefor of the following new Article 12.1:

12.1 Any director (other than an alternate director) (the **Appointor**) may appoint any Qualifying Person, to be an alternate director to exercise the Appointor's powers, and carry out the Appointor's responsibilities, in relation to the taking of decisions by the directors, in the absence of the Appointor. In these Articles, where the context so permits, the term "P Director" or "B Director" or "K Director" or "R Director" shall include an alternate director appointed by a P Director or a B Director or a K Director or an R Director (as the case may be). A person may be appointed an alternate director by more than one director provided that each of his Appointors represents the same class of shares but not otherwise.

AGREEMENT

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

The undersigned, being the members of the Company entitled to receive notice of and attend and vote at any general meeting of the Company in respect of the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolution.

THURSDAY



RM *R7I9Q2NV* 08/11/2018 #104
COMPANIES HOUSE

Signed by Piers du Pré

Piers du Pré

Printed name (in block capitals)

Date

Nov 1, 2018

Signed by Barry Anns

Barry Anns

Printed name (in block capitals)

Date

Nov 1, 2018

Signed by Kieran Millar

K T Millar

Printed name (in block capitals)

Date

Nov 1, 2018

Signed by Richard Jones

Richard Jones

Printed name (in block capitals)

Date

Nov 1, 2018

Signed by Dennis Marriott

Dennis Marriott

Printed name (in block capitals)

Date

Nov 2, 2018

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 to the Company using one of the following methods:

- **By hand:** delivering the signed copy to the Directors, du Pré Limited, Andromeda House Units 3 & 4, Andromeda House, Calleva Park, Aldermaston, Reading, England, RG7 8AN.
- **Post:** returning the signed copy by post to the Directors, du Pré Limited, Andromeda House Units 3 & 4, Andromeda House, Calleva Park, Aldermaston, Reading, England, RG7 8AN.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to barry.anns@doublefirst.com. Please "Written resolutions" in the e-mail subject box.

You may not indicate your agreement to the Resolutions by any other method.

2. 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.

3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

4. Unless before the end of the date which is 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

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.