

Company number 02103830

Private Company Limited by Shares

Written Resolutions

of

**OSI Group Limited** (the "**Company**")

19 December 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as a special resolution and as an ordinary resolution (the "**Resolutions**").

#### **SPECIAL RESOLUTIONS**

**THAT**, the issued share capital of the Company be reduced by cancelling and extinguishing all but one of the issued ordinary shares of £1.00 each in the Company and the amount by which the share capital is so reduced be credited to a reserve.

**THAT**, the share premium account and capital redemption reserve account of the Company be cancelled and the amount by which the share premium account and capital redemption reserve accounts be credited to a reserve.

#### **ORDINARY RESOLUTION**

**THAT**, a dividend of £710,000 on the one ordinary share of £1.00 be and is hereby declared to OSI Group Holdings Limited and satisfied by the assignment of the benefit of a receivable in the amount of £710,000 from another member of the group to the Company.

#### **AGREEMENT**

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

The undersigned, a person entitled to vote on the above Resolutions on 19 December 2018 and holding the entire issued share capital of the Company, hereby irrevocably agrees to the Resolutions as indicated above:

THURSDAY



LD1 \*L7L6FW88\* 20/12/2018 #174  
COMPANIES HOUSE

For and on behalf of

**OSI Group Holdings Limited**



Director

Date: 19 December 2018

#### NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to The Company Secretary, Sopra Steria Limited, Three Cherry Trees Lane, Hemel Hempstead, Hertfordshire HP2 7AH.

You may not return the Resolutions to the Company by any other method.

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, by 31 December 2018, 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.