

Company Number: 02147984

**THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES**

**Notice of Resolutions passed at a Class Meeting of Holders of Redeemable Shares of
Pantheon International Plc (the "Company")**

held on 30 October 2017

At a Class Meeting of Holders of Redeemable Shares of the Company duly convened and held at 12.30 p.m. on 30 October 2017 at The British Academy, 10-11 Carlton House Terrace, London, SW1Y 5AH, the following Resolution was duly passed:-

EXTRAORDINARY RESOLUTION

THAT the holders of the redeemable shares of £0.01 each in the capital of the Company (the "**Redeemable Shares**") hereby sanction and consent to:

- (a) the passing and implementation of the special resolutions set out in the notice dated 6 October 2017 convening an Extraordinary General Meeting of the Company for 30 October 2017 (the "**EGM Notice**"), and sanction and consent to each and every variation, modification or abrogation of the rights or privileges attaching to the Redeemable Shares, in each case which is or may be effected by or involved in or result from the passing of the said resolutions, the implementation of the amendments to the articles of association of the Company (the "**Articles**") proposed by the said resolutions, the exercise of the discretions, rights, powers and/or authorities conferred by such amendments to the Articles, and/or the implementation of the Proposals (as such term is defined in the Circular sent to the shareholders of the Company dated 6 October 2017 to which the EGM Notice was attached (the "**Circular**")); and
- (b) without prejudice to the generality of the foregoing, the following matters (such consent and sanction being given both generally and for the purposes of Article 4(2)(b) of the Articles):
 - (i) the proposed amendments to the Articles set out in the special resolutions set out in the EGM Notice;
 - (ii) the proposed bonus issue of new deferred shares of 66p each in the capital of the Company ("**Deferred Shares**") to holders of Redeemable Shares (as referred to in the EGM Notice and as further described in the Circular); and
 - (iii) the proposed consolidation and sub-division of the Redeemable Shares and the Deferred Shares into new shares of 67p and the designation of such new shares as ordinary shares of 67p each in the capital of the Company (as referred to in the EGM Notice and as further described in the Circular).

THURSDAY



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