

Company Number: 02387122

THE COMPANIES ACT 2006

PRIVATE COMPANY

LIMITED BY SHARES

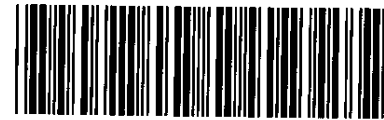
WRITTEN RESOLUTIONS

OF

Capita Employee Benefits Services Limited

(the "Company")

MONDAY



LD2 \*L7KZØNPS\* #115  
17/12/2018  
COMPANIES HOUSE

CIRCULATION DATE: 12 December 2018

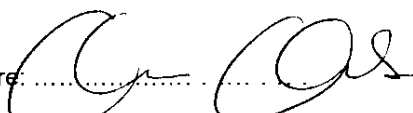
Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose for the following resolutions (the "Resolutions") to be passed as special resolutions as detailed below:

SPECIAL RESOLUTIONS

1. THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (Rights) up to an aggregate nominal amount of £2,616,127 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date hereof save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

2. THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment.

Signature: 

Date: 12 December 2018

Capita Employee Benefits Holdings Limited

Christopher Clements

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the “**Lapse Period**”) using one of the following methods:
  - 1.1 **By Hand**: delivering the signed copy to the Company’s registered office (30 Berners Street, London, W1T 3LR).
  - 1.2 **Post**: returning the signed copy by post to the Company’s registered office (30 Berners Street, London, W1T 3LR).
2. If you do not agree with 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. The Resolutions are passed when the required majority of eligible members have signified their agreement to it however, none of the Resolutions are passed unless all of them are passed.
5. If the Resolutions are not passed before the end of the Lapse Period they will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolutions will be ineffective.
6. 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.