

Company No. 2457440

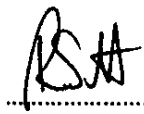
**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**KEY RETIREMENT SOLUTIONS LIMITED**

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, being the sole eligible member (as defined by section 289 CA 2006) of the Company for this purpose, signify our agreement to and pass the following written resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

1. That, in accordance with section 551 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 £10,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the passing of five years from the date on which this resolution is passed 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 is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 CA 2006.



For and on behalf of  
KRS Finance Ltd

29 August 2019



#### **EXPLANATORY STATEMENT**

(This explanatory statement is not part of any proposed written resolution.)

1. This document is proposed by the board of directors of the Company.
2. This document is sent to the sole eligible member on <sup>29 August</sup> 2019 (the Circulation Date).
3. If you wish to signify agreement to this document, please follow the procedure below:
  - a. you (or someone acting on your behalf) must sign, print your name beneath your signature (if it is not already printed) and date this document.
  - b. if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.
  - c. please return the document to the Company:
    - i. by handing it to any director in person; or
    - ii. by scanning this document, attaching it to an email and sending it to the Company at Rob.Scott@krgroup.co.uk.
4. Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.
5. To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse.