

**Company number: 03171249**

**PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
of  
BIBBY FACTORS BRISTOL LIMITED  
(the "Company")**

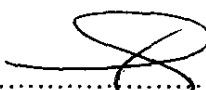
**Circulation Date: 31 May 2018**

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolution is proposed as a unanimous resolution of the Company:

**UNANIMOUS WRITTEN RESOLUTION  
(Audit Waiver)**

**THAT** the proposal that the Company take advantage of the exemption, set out in section 479A of the Companies Act 2006, from the requirements of the Companies Act 2006 relating to the audit of the individual accounts of the Company for the financial year ending 31 December 2017 be and is hereby agreed to and approved.

The undersigned, being the sole member eligible to vote on the above resolution on the Circulation Date hereby irrevocably agrees unanimously to the resolution.

  
.....  
Director, for and on behalf of  
Bibby Invoice Finance UK Limited

Date: 31 May 2018

