

Company Number: 03395338

THURSDAY



LD1 *L7FEJA75* #149
27/09/2018
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

IFE SERVICES LIMITED

(the "Company")

Circulated on **25 September** 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution be passed as a special resolution (the "Resolution"):

SPECIAL RESOLUTION

"**THAT**, pursuant to section 641(1)(a) of the Act, the capital of the Company be reduced from £637,965.38 to £3.35 by reducing the nominal value of 3,350 ordinary shares of £1.00 each in the capital of the Company to £0.001 each and cancelling and extinguishing the entirety of the Company's share premium account in the amount of £634,615.38 (the "**Capital Reduction**"); and that £637,962.03 arising upon the Capital Reduction be credited to the profit and loss account of the Company."

AGREEMENT

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

We, the undersigned, being the sole shareholder of the Company, hereby confirm that we have received a copy of the Resolution in accordance with section 291 of the Act and hereby irrevocably agree that the Resolution be passed as a written resolution pursuant to section 288 of the Act and shall take effect as a special resolution.

.....
for and on behalf of

IFE HOLDINGS LIMITED

Dated: **25 September** 2018

Company number: 03395338

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

IFE SERVICES LIMITED

(the "Company")

Circulated on ~~25 September~~ 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution is passed as an ordinary resolution (the "Resolution"):

ORDINARY RESOLUTION

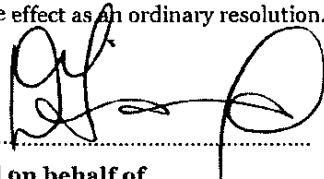
"**THAT**, both of the directors of the Company, notwithstanding any actual or potential conflicts of interest (including any conflicts of duty under section 175 of the Act) (the "**Conflicts**") which may arise in relation to the business to be entered into by the Company in connection with the Company undertaking a capital reduction and subsequent balance sheet simplification steps (the "**Project**") by virtue of these directors being also directors of the sole shareholder, IFE Holdings Limited, (the "**Shareholder**"), be and hereby are authorised to approve, execute, sign, deliver and perform, and to procure to be executed, delivered, signed and performed on behalf of the Company, all such agreements, deeds, certificates, instruments or other documents and to take all such other and further actions as it may be necessary (if any) to have approved, executed, signed, delivered, performed and taken on behalf of the Company directly or indirectly in connection with the Project.

Having received disclosures from the directors, the Shareholder authorises the Conflicts".

AGREEMENT

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

We, the undersigned, being the sole shareholder of the Company, hereby confirm that we have received a copy of the Resolution in accordance with section 291 of the Act and hereby irrevocably agree that the Resolution be passed as a written resolution pursuant to section 288 of the Act and shall take effect as an ordinary resolution.



For and on behalf of
IFE HOLDINGS LIMITED

Dated: ~~21 September~~ 2018

NOTES