

Company Number: 03587074

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

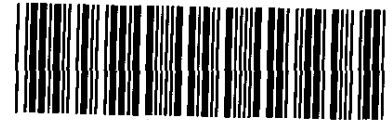
WRITTEN RESOLUTION

- of -

ERC EQUIPOISE LIMITED

(Company)

WEDNESDAY



A15 *A76JHQ15* 23/05/2018 #66
COMPANIES HOUSE

Circulation Date: 2nd May 2018

Pursuant to Chapter 2 of part 13 of the Companies Act 2006 (Act), the directors of the Company (Directors) propose that resolution 1 below is passed as an ordinary resolution (the Resolution).

ORDINARY RESOLUTION

1. THAT, the 22,500 Ordinary shares of £0.10 each in the capital of the Company currently registered in the name of Charles Peter Wood and the 22,500 Ordinary A shares of £0.10 each in the capital of the Company currently registered in the name of Donald Alastair Scott, being those shares that are subject to the terms of a share purchase agreement pursuant to which they will be transferred to the Trustees of the ERC Equipoise Employee Benefit Trust, be re-designated as 45,000 Ordinary B shares of £0.10 each, subject to the rights and restrictions assigned to such class of shares by the Articles of Association.

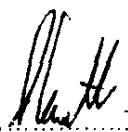
AGREEMENT

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

The undersigned, being persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:


Paul Chernik

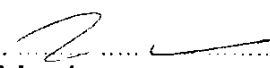
Date: 2nd May 2018


Shane Hattingh

Date: 2nd May 2018


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Mark Robert Holliday

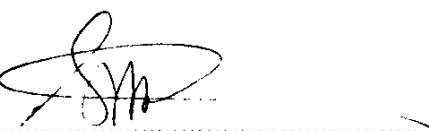
Date: 2nd May 2018


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Adam Law

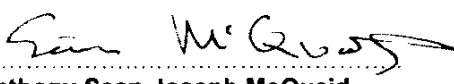
Date: 2nd May 2018


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Sarah McDonald

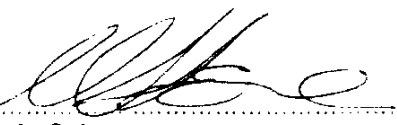
Date: 2nd May 2018


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Simon William McDonald

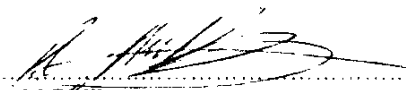
Date: 2nd May 2018


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Anthony Sean Joseph McQuaid

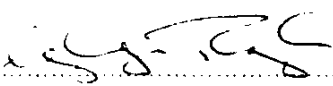
Date: 2nd May 2018


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Craig Osborne

Date: 2nd May 2018


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David Phillips

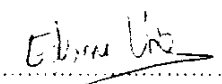
Date: 2nd May 2018


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Glyn Pugh

Date: 2nd May 2018


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Donald Alastair Scott

Date: 2nd May 2018


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Edurne Urian

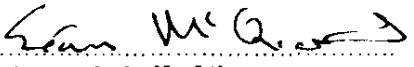
Date: 2nd May 2018


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Charles Peter Wood

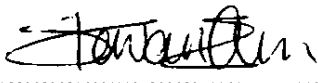
Date: 2nd May 2018


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**Trustee of behalf of the
Equipoise Solutions Ltd Employee Benefit Trust**

Date: 2nd May 2012


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**Trustee on behalf of the
ERC Equipoise Limited Employee Benefit Trust**

Date: 2nd May 2012


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Stewart Easton

Date: 2nd May 2012

Company Number: 03587074

NOTES

1. "Eligible Members" are the members who are entitled to vote on the Resolution on the Circulation Date.
2. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to Pannone Corporate LLP, 378-380 Deansgate, Manchester, M3 4LY with reference ERC/1/20

Post: returning the signed copy by post to Pannone Corporate LLP The Chapel, 378-380 Deansgate, Manchester, M3 4LY with reference ERC/1/20
3. If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
5. To be valid, this document must be received no later than midday on the date which is 28 days from the Circulation Date. If the Resolution is not received by this time your vote will not count. Unless sufficient eligible members sign and return the Resolution by that deadline, the Resolution will lapse.
6. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
7. 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.