

Company number 3711953

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
Fisher Wilson Limited (Company)

On 12 December 2016 the following resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006 (**CA06**)

Ordinary Resolutions

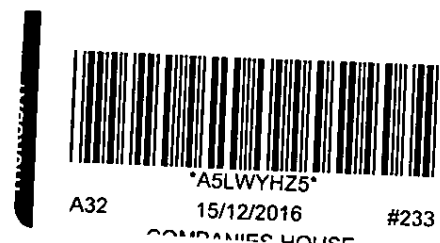
- 1 **That** in accordance with article 14 of the Company's articles of association (the **Articles**) each of the directors of the Company from time to time are hereby authorised to participate in and vote at a meeting of the directors which concerns a matter in which he has, directly or indirectly, any kind of interest or duty whatsoever, including and the proposed purchase by the Company of shares in the capital of the Company held by Lesley Wilson (the **Transaction**) and that the provisions of article 14 of the Articles be disapplied for the purpose of the Transaction and any matter ancillary thereto
- 2 **That** in accordance with section 551 of the CA06, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot 1 A ordinary share of £1 00 in the capital of the Company up to an aggregate nominal amount of £1 00, having the respective rights and subject to the restrictions set out in the articles of association of the Company Unless renewed, varied or revoked by the Company, such authority shall expire on the date that falls 12 months from the date that this written resolution is passed

This authority is in substitution for all previous authorities conferred on the Director in accordance with section 551 of the CA06 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities

Special Resolution

- 3 **That**, subject to the passing of resolution 1 and in accordance with section 570 of the CA06, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA06) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA06 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1 00 and shall expire on the date that falls 12 months from the date that this written resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date)


Director



EXPLANATORY STATEMENT

This explanatory statement is not part of any proposed written resolution

- 1 This document is proposed by the directors of the Company
- 2 This document is sent to the eligible members on 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 or attorney or authority when returning this document
 - (c) please return this document to the Company marked 'for the attention of the Company Secretary' or hand it to the company secretary or any director in person
- 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
- 6 Unless by that deadline this document has been duly signed from at least the relevant threshold of eligible members, the proposed written resolution will lapse. The relevant threshold to pass a special resolution is members holding at least three quarters of the total votes in the Company