

A Private Company Limited by Shares
WRITTEN RESOLUTION OF THE MEMBERS

of

Copse Mill Holdings Limited ("the Company")
Company Number: 04442280

1 JULY 2018 (the "Circulation Date")

We, the undersigned, being the only members of the Company entitled to attend and vote at general meetings of the Company, make the following resolution of the Company pursuant to Section 288 Companies Act 2006, such resolution to be valid and effective for all purposes as if it had been passed at a general meeting of the Company duly convened and held.

Pursuant to chapter 1 of Part 13 of the Companies Act 2006 the directors of the Company propose that the following resolution is passed as a **Special Resolution**.

- 1. Redesignation of 71,000 Preference Shares as:**
10,000 Preference A Shares
42,404 Preference B Shares
18,596 Preference C Shares

The directors of the Company are generally and unconditionally authorised to exercise all the powers of the Company to redesignate the preference shares currently issue within the share capital of the Company, being 71,000 Preference Shares of £0.01 each as 10,000 Preference A Shares of £0.01 each, 42,404 Preference B Shares of £0.01 each, and 18,596 Preference C Shares of £0.01 each, together the "Preference Shares". Each class of share having the following rights set out below.

Share rights

Voting

The holders of each class of Preference Shares have no voting rights, save for any matter which may affect their rights.

Income

To the extent that the Company has profits available for distribution the profits shall be applied as follows:

- (A) The Company may pay a dividend to the holders of any class of Preference Shares where:
- (i) it is recommended or resolved to be paid by the Directors;
 - (ii) the amount of such dividend per Preference Share is less than or equal to the Preference Share Entitlement at the time the dividend is declared; and
 - (iii) the dividend is paid pari passu on each Preference Share of the same class; and
 - (iv) the Preference Share Entitlement at the date of this resolution is the sum of £14.50 for each Preference Share; and

- (v) the Preference Share Entitlement at any time thereafter is equal to the amount of £14.50 less £X per Preference Share, where £X is the aggregate dividend amount paid on each Preference Share since the date of this resolution.

Capital

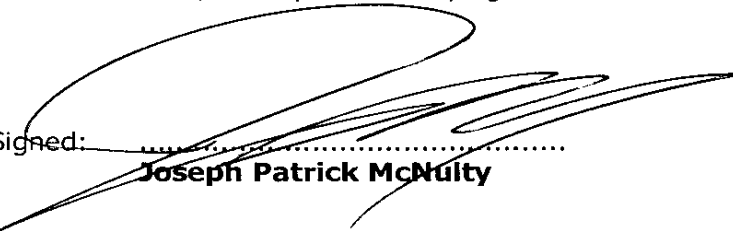
In the event of a winding up of the Company or other return of capital, the assets of the Company available for distribution to shareholders, remaining after payment of all debts and liabilities of the Company and the costs, charges and expenses of any such winding up or return of capital, shall be applied in the following manner and order of priority:

- (i) firstly, in paying to the holders of the Preference Shares (in proportion to the number of the Preference Shares held by each of them) the Preference Share Entitlement remaining at that time;
- (ii) lastly in distributing any balance remaining amongst the holders of the Ordinary Shares *pari passu*.

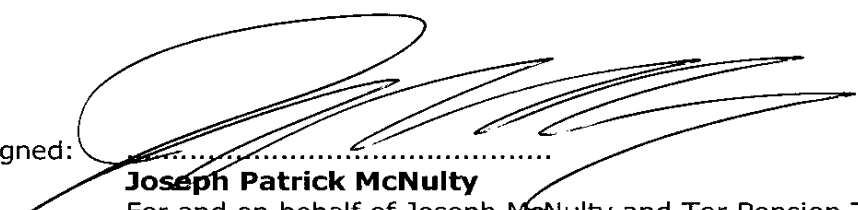
Important:

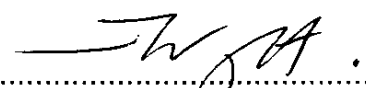
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being all the shareholders entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolution.

Signed: 
.....
Joseph Patrick McNulty

Signed: 
.....
Jonathan Wright

Signed: 
.....
Joseph Patrick McNulty
For and on behalf of Joseph McNulty and Tor Pension Trustees Ltd

Signed: 
.....
Jonathan Wright
For and on behalf of Jonathan Wright and Tor Pension Trustees Ltd

Notes:

1. If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it using one of the following methods.

By post – returning the signed copy by post to

MHA Carpenter Box
Amelia House
Crescent Road
Worthing
West Sussex
BN11 1QR

By hand – delivering the signed copy to

MHA Carpenter Box
Amelia House
Crescent Road
Worthing
West Sussex
BN11 1QR

2. If you do not agree to the Resolution you do not need to do anything. You will be deemed not to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution you may not revoke your agreement.
4. Unless by the end of the period of 28 days beginning on the Circulation Date (**Lapse Date**) sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution please ensure you return this document (as set out above) on or before the Lapse Date.
5. 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.
6. A written resolution is passed as an **ordinary resolution** if it is passed by members representing a simple majority of the total voting rights of its **eligible members**. A written resolution is passed as a **special resolution** if it is passed by members representing not less than 75% of the total voting rights of **eligible members**. In relation to a resolution proposed as a written resolution the **eligible members** are the members who would have been entitled to vote on the resolution on the Circulation date.