

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

NURTON HOLDINGS LIMITED
(a company registered in England no 04481125)
("the Company")

**WRITTEN RESOLUTION
OF
THE SOLE MEMBER**

Circulation Date: 21.12.2017
Date Passed: 21.12.2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is hereby passed as a special resolution "**the Resolution**"). The Resolution being proposed in connection with a proposed reduction of the Company's share capital and a solvency statement made by the directors of the Company on 21 December 2017 relating to that proposed reduction of capital is attached to this document.

SPECIAL RESOLUTION

That pursuant to Chapter 10 of part 17 of the Companies Act 2006 and subject to the approval of the Registrar of Companies the share capital of the Company be and hereby is reduced by the cancellation of 28,999,999 issued ordinary shares of £1 each registered in the name of Claverley Group Limited and the cancellation of the amount standing to the credit of the share premium account of the Company and the transfer of such sum to the profit and loss account, such that following the passing of this resolution the capital of the Company will be £1 divided into 1 ordinary share of £1.

AGREEMENT TO WRITTEN RESOLUTION

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

The undersigned, being the sole member entitled to vote on the Resolution on the circulation date set out above, hereby irrevocably agree to the passing of the Resolution.



Signed for and on behalf of
CLAVERLEY GROUP LIMITED

21.12.2017
Date of Signature

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NOTES

- 1 If you wish to agree to the Resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company's solicitors at No 1 Colmore Square, Birmingham B4 6AA (ref EJB) or email to emma.bryant@shma.co.uk
- 2 If you do not agree to the Resolution you need not do anything. You will not be deemed to agree if you fail to respond.
- 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 15 days beginning with the circulation date set out above sufficient agreement has been received for the Resolution to be passed they will lapse