

Company number: 04664914

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

AA ACCESS (SPECIALISTS) LIMITED
(the "Company")

10 OCTOBER 2017
(the "Circulation Date")

FRIDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below be passed as Special Resolutions:

SPECIAL RESOLUTIONS

(A) THAT the following documents to be entered into by the Company be and they are hereby approved:-

- (i) a debenture to be granted by the Company to BGF Nominees Limited (as Security Trustee) to secure certain obligations of High Access Maintenance Limited ("the **Debenture**");
- (ii) a guarantee and indemnity to be given by AA Access (Holdings) Limited and the Company to BGF Nominees Limited (as Security Trustee) as further security for the Investor Loan Notes ("**Guarantee and Indemnity**");
- (iii) a security trust deed to be entered into between BGF Nominees Limited (as Security Trustee) (1) BGF Nominees and Stuart Lees (as Original Beneficiaries) (2) High Access Maintenance Limited (3) AA Access (Holdings) Limited (4) and the Company (5) ("**Security Trust Deed**");
- (iv) a deed of priority to be entered into between Bibby Financial Services Limited (1) BGF Nominees Limited (as Security Trustee) (2) Andrew Douglas Ainsworth and Joan Ainsworth (3) and the Company (4) to regulate the relationship between the parties as secured lenders to the Company ("**Deed of Priority**");

(v) an upstream loan agreement to be entered into between the Company (1) and High Access Maintenance Limited (2);

(vi) such certificates and other documents required to be delivered to the Investor pursuant to the documents listed above;

(together "**the Security Documents**").

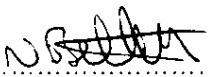
(B) THAT the directors of the Company be and they are hereby authorised to take any action or enter into any other documents in connection with or pursuant to the terms of the Investment Documents (or any of them) as they shall deem necessary or appropriate and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provisions of the Company's memorandum and/or articles of association or any personal interest of any of the Company's directors.

AGREEMENT

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

The undersigned, being the sole member entitled to vote on the above Special Resolutions on the Circulation Date, hereby irrevocably agrees to the Special Resolutions:

Signed


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For and on behalf of
AA Access (Holdings) Limited

Dated: 2017

NOTES

1. You can choose to agree to the all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the Special Resolutions, 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 the Company's Registered Office.

- **Post:** returning the signed copy by post to the Company's Registered Office.

If you do not agree to the Special Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Special Resolutions to pass, it will lapse. If you agree to the Special Resolutions, please ensure that your agreement reaches us before or during this date.
4. 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.