

Four Counties Insurance Brokers Limited

(Company No. 4849648), (the "Company")

**WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER OF THE COMPANY
("RESOLUTIONS")**

Circulation Date: 26 July 2017

It was noted that the Company proposes to:

(a)



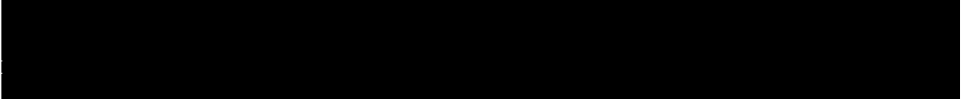
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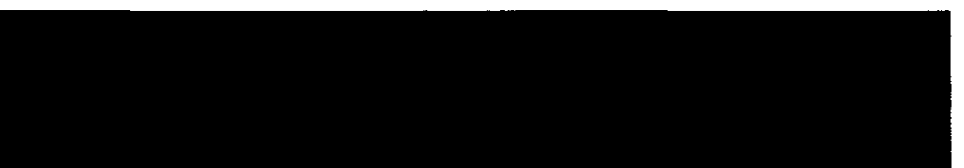
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WE' SATURDAY



R6GKI9CW
RM 07/10/2017 #61
COMPANIES HOUSE
A24 04/10/2017 #346
COMPANIES HOUSE

We, the undersigned, being the sole member of the Company who (at the date of circulation of the Resolutions) would be entitled to vote on the Resolutions, hereby agree as holders of all shares in accordance with the articles of association of the Company:

ORDINARY RESOLUTIONS

1.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

SPECIAL RESOLUTIONS

4. **Articles of Association**

THAT the provisions of the articles of association of the Company be altered by the insertion of the following:

Notwithstanding anything contained in these Articles, the directors shall promptly register any transfer of shares and may not suspend registration of shares, whether or not fully paid, where such transfer:

- (a) *is to the bank or institution to which such shares have been charged by way of security, whether as agent and security trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"), or*

- (b) *is delivered to the Company for registration by any duly authorised representative of a Secured Institution or its nominee in order to perfect its security over the shares, or*
- (c) *is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,*

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. Any lien on shares which the Company has or any other restrictions on or conditions applicable to the transfer of shares contained in these Articles or otherwise shall not apply in respect of any shares which have been charged by way of security to a Secured Institution.

Please read the notes accompanying this document before you signify your agreement to the Resolutions.

The undersigned being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

[signature page follows]

Signed:

for and on behalf of

Date:

A handwritten signature in black ink, appearing to read 'M. M. 99', is positioned above the company name.

Cullum Capital Ventures Limited

26 July 2017

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Notes

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document as indicated and returning it to the Company using one of the following methods:

- By hand or by post: signed copy to be delivered/sent to 99 Bishopsgate, London, EC2M 3XF, United Kingdom FAO Denisa Chytilova; or
- By e-mail: scanned copy of the signed document to be attached to an email and sent to Denisa.Chytilova@lw.com with "Four Counties Insurance Brokers Limited – shareholder written resolutions" in the subject box.

If you do not agree to all of the Resolutions you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Your agreement to the Resolutions, once indicated, may not be revoked.
3. If sufficient agreement has not been received by the date that is 28 days after the Circulation Date then the Resolutions will lapse.
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.

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

Articles of Association

-of-

FOUR COUNTIES INSURANCE BROKERS LIMITED

(as amended by a Special Resolution passed on 26 July 2017)

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendments) Regulations 1985 (SI 1985 No. 1052) (such table being hereafter called "Table A") shall apply to the Company save for Regulations 24, 61, 64 and 94 which shall not so apply and save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

SHARES

2. The Company is a private company limited by shares and, accordingly,

(a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and

(b) any allotment of, or agreement to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public are prohibited.

3. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 2 and 4 hereof and provided that no shares shall be issued at a discount.

4. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions. The provisions of sections 89 and 90 of the Companies Act 1985 shall have effect only insofar as they are not inconsistent with this Article.

LIEN

5. The lien conferred by Clause 8 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted within the meaning of that Clause whether he be the sole holder or one of two or more joint holders thereof.

TRANSFERS OF SHARES

6. Save in the circumstances set out in the next succeeding Article the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

7. Subject as hereinafter provided

(a) any share may be transferred to a person who is already a member of the Company;

(b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or of his personal representatives may be transferred to the trustees of his will; and

(c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

8. Notwithstanding anything contained in these Articles, the directors shall promptly register any transfer of shares and may not suspend registration of shares, whether or not fully paid, where such transfer:

(a) is to the bank or institution to which such shares have been charged by way of security, whether as agent and security trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"), or

(b) is delivered to the Company for registration by any duly authorised representative of a Secured Institution or its nominee in order to perfect its security over the shares, or

(c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. Any lien on shares which the Company has or any other restrictions on or conditions applicable to the transfer of shares contained in these Articles or otherwise shall not apply in respect of any shares which have been charged by way of security to a Secured Institution.

SINGLE-MEMBER COMPANY

9. If, and for so long as, the company has only one member, the following provisions shall apply:

(a) One person entitled to vote upon the business to be transacted, being the sole member of the company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly. Regulation 41 of Table A shall not apply to the company.

(b) The sole member of the company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the company and regulation 42 of Table A shall be modified accordingly.

(c) A proxy for the sole member of the company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

(d) All other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.

BORROWING POWERS

10. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS

11. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

12. A Director may vote in respect of any contract or arrangement in which he is interested, and Clause 94 of Table A shall not apply to the Company.

13. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven. If and so long as there is a sole

director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share.

FIRST DIRECTORS AND SECRETARY

14. The first Secretary shall be White Rose Formations Ltd. The first Director(s) shall be Mark Stephen George and David Anthony Parish.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

/s/

For and on behalf of
WRF International Ltd.
Sovereign House
7, Station Road
Kettering, Northants NN15 7HH

/s/

For and on behalf of
White Rose Formations Ltd.
Sovereign House
7, Station Road
Kettering, Northants NN15 7HH

DATED this 24th day of July 2003

WITNESS to the above Signatures:

/s/

Beverley Dawn Cartwright
Sovereign House
7 Station Road
Kettering, Northants

Secretary