

Company number 5232113

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ROUSE HOLDINGS LIMITED (Company)

MONDAY



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A06

02/12/2019

#194

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 is passed is an ordinary resolution and resolutions 2 and 3 are passed as special resolution (**Resolutions**).

ORDINARY RESOLUTIONS

1. That pursuant to article 16(e) we disapply article 16 which would otherwise prevent a director from being counted as participating in the decision making process.

SPECIAL RESOLUTIONS

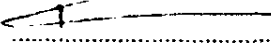

2. That in accordance with section 636 Companies Act 2006, the existing issued share capital in the Company of 100,000,000 £0.01 shares be and is hereby re-designated as follows:
 - (a) 50,000,000 A ordinary shares of £0.01 each (**A Shares**) which shall own and have exclusive benefit of the economic risks and rewards in the Company's subsidiary's shareholding in Nucleus Financial Group plc (**Demerged Assets**) which are identified in a demerger agreement dated 2019 made between Benedict Malcolm Anthony Sebastian Rouse, Lia Rouse, Jasper Rouse, Mabel Rouse, Rosie Battison, Fred Battison, Archies Battison and Christopher Donald Jack Bland (**Shareholders**) (1) the Company (2) Bonchurch Holdings Limited (3); and
 - (b) 50,000,000 ordinary shares which will have all rights to the Company's assets except those attaching to the A Sharesin all other respects, the A ordinary shares and the ordinary shares shall rank *pari passu*
3. That the issued share capital of the Company be reduced from £1,000,000 to £500,000 by cancelling and extinguishing all of the A Shares of £0.01 each in the Company, each of which is fully paid up. By direction of the Shareholders the Company will procure that the Demerged Assets be transferred to Bonchurch Holdings Limited in exchange for the cancelled shares

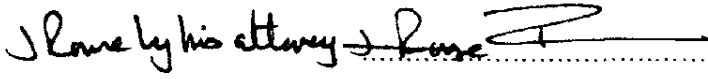
AGREEMENT

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

The undersigned, entitled to vote on the Resolutions on, hereby irrevocably agree to the Resolutions.

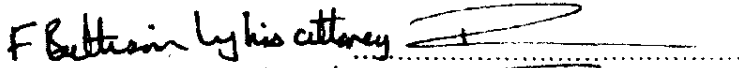
Signed by Benedict Malcolm Anthony
Sebastian Rouse
Lia Rouse

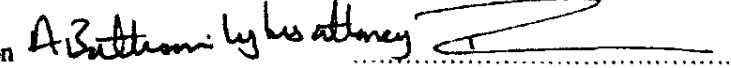



Jasper Rouse 

Mabel Rouse 

Rosie Battison 

Fred Battison 

Archie Battison 

Christopher Donald Jack Bland 

Date

24th October 2019

NOTES

1. You can choose to agree to both of the Resolutions or neither of them, but you cannot agree to only one of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Ben Rouse.

You may not return the Resolutions to the Company by any other method.

If you do not agree to the 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 Resolutions, you may not revoke your agreement.

3. 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.