

Company No. 05241848

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

BELL CORNWALL ASSOCIATES LIMITED

("Company")

Circulation Date 21 May 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a Special Resolution:

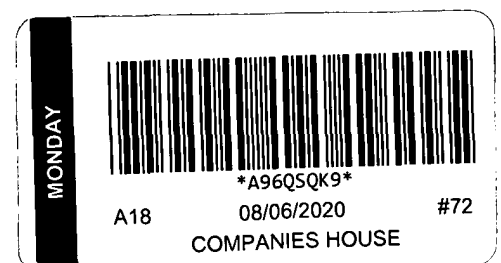
SPECIAL RESOLUTION

1. TABLING OF THE FINANCE DOCUMENTS:

- 1.1. A debenture given by the Company in favour of National Westminster bank PLC ("the **Bank**") pursuant to which the Company grants fixed and floating charges over its assets and undertaking as security for all sums now, or at any time in the future, owing to the Bank; and
- 1.2. A limited guarantee proposed to be granted by the Company in favour of the Bank in respect of all the obligations now or at anytime owed to the Bank by the Company's parent company Team Cornwall Limited

("Finance Documents")

2. **THAT** the entry into each of the Finance Documents would be in the best interests of the Company and that there is full and fair consideration to the Company for the obligations it is undertaking in respect of them;
3. **THAT**, notwithstanding that the Finance Documents would constitute financial assistance, since the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with their terms, such entry and the giving of such financial assistance is in the best interests of the Company;
4. **THAT** the giving of such financial assistance, as set out in resolution 3, be and is approved;



5. **THAT** the terms of and the transactions contemplated by the Finance Documents to which the Company is a party is for the commercial benefit and is in the best interests of the Company for the benefit of its members as a whole; and
6. **THAT** the directors of the Company be authorised to enter into the Finance Documents on behalf of the Company.

Dated: 21 May 2020

A handwritten signature in black ink, consisting of a large, stylized 'D' followed by a series of loops and a final flourish, written over a horizontal dotted line.

Director