

COMPANY NUMBER: 05286382

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

OCEAN JOINERY LIMITED

CIRCULATION DATE: 6 June 2017

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolution is proposed as an ordinary special resolution of the Company (**Resolution**):

ORDINARY RESOLUTION

Knights
1. **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into with *those persons listed* in connection with those banking and finance arrangements of the Company and its group companies:

in schedule 1 part 2 of the facility agreement referred to at resolution 1.1 below (the Funder)

Knights
1.1 a facility agreement between (1) Discovery Yachts Group Ltd, as Borrower (2) Discovery Yacht Sales Limited, Southerly Yacht Sales Limited, the Company, Discovery Shipyard Limited and Blue Water Yachts Limited, as Guarantors (3) *the Funder*, as Funder (4) IW Capital (Agent) Limited, as Agent, and (5) IW Capital (Security Trustee) Limited, as Security Trustee; and

1.2 a guarantee and debenture to be entered into between (1) IW Capital (Security Trustee) Limited, and (2) Discovery Yachts Group Ltd and (3) Discovery Yacht Sales Limited, Southerly Yacht Sales Limited, the Company, Discovery Shipyard Limited and Blue Water Yachts Limited.

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

Signed

Discovery Yachts Group Ltd

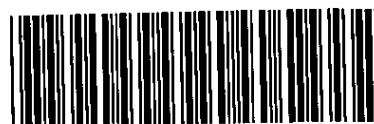
SEAN LARSEN

Print name

Date

6 June 2017

SATURDAY



A27 10/06/2017 #184
COMPANIES HOUSE

If you agree with the Resolution, please sign and date this document and return it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Lisa Bridgwood at Knights Professional Services Limited, The Brampton, Newcastle under Lyme, Staffordshire ST5 0QW;
- **Post:** returning the signed copy by post to Lisa Bridgwood at Knights Professional Services Limited, The Brampton, Newcastle under Lyme, Staffordshire ST5 0QW.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to lisa.bridgwood@knights1759.co.uk. Please enter "Written resolutions dated " in the e-mail subject box.

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

Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

The Resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to it by . If you agree to the Resolutions, please ensure that your agreement reaches us before that date.

In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

If you are signing this document on behalf of a person under a power of attorney, a nominee, or other authority please send a copy of the relevant power of attorney or authority, declaration of trust when returning this document.