

**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS OF EVR HOLDINGS PLC**

(Passed on 18 June 2018)

At a general meeting of EVR Holdings plc (the "**Company**"), duly convened and held at the offices of Reed Smith LLP at The Broadgate Tower, 20 Primrose Street, London, EC2A 2RS on 18 June 2018, the following resolutions (the "**Resolutions**") were duly passed as ordinary resolutions and special resolutions of the Company as noted below.

**ORDINARY RESOLUTIONS**

1. To receive the Company's accounts for the financial year ended 31 December 2017 together with the directors' report and the auditors' report thereon.
2. To re-elect Simon Cole as a director of the Company ("**Director**")
3. To re-elect Steven Hancock as a Director.
4. To re-elect Anthony Matchett as a Director.
5. To appoint haysmacintyre as the auditors of the Company.
6. To authorise the Directors to agree the remuneration of the auditors of the Company.
7. That the Directors be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £8,511,119.02 provided that
  - 7.1 (except as provided in paragraph 7.2 below) this authority shall expire on the date of the next annual general meeting of the Company; and
  - 7.2 the Company may before such expiry make an offer or agreement which would or might require shares or equity securities, as the case may be, to be allotted or such rights granted after such expiry and the Directors may allot shares or equity securities or grant such rights, as the case may be, in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

All unexercised authorities previously granted to the Directors to allot shares or to grant rights to subscribe for or to convert any security into shares be and are hereby revoked.

**SPECIAL RESOLUTIONS**

8. That, subject to the passing of resolution 7 above, the Directors, pursuant to the general authority conferred on them, be empowered pursuant to section 570 of the Act to allot for cash, either pursuant to the authority so conferred or where the equity securities are held by the Company as treasury shares (within the meaning of section 724(5) of the Act), equity securities (within the meaning of section 560 of the Act) as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:

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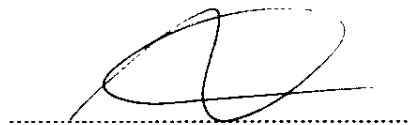


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- 8.1 made in connection with an offer of securities, open for acceptance for a fixed period, by the Directors to holders of ordinary shares of the Company on the register on a fixed record date in proportion (as nearly as may be) to their then holdings of such shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares or any legal or practical problems under the laws or requirements of any recognised regulatory body or any stock exchange in any overseas territory or in connection with fractional entitlements) or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and/or
- 8.2 wholly for cash (otherwise than pursuant to paragraph 8.1 above) up to an aggregate nominal value of £1,934,345.23,

and shall expire on the conclusion of the next annual general meeting of the Company but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such an offer or agreement notwithstanding that the power conferred by this resolution has expired.

All unexercised authorities previously granted to the Directors under section 570 of the Act are hereby revoked.

A handwritten signature in black ink, consisting of a large, stylized 'A' or 'Q' shape with a horizontal line extending to the right, positioned above a dotted line.

Chairman