

Company Name: **SDL PROPERTY SERVICES GROUP LIMITED** (the "Company")

Company Number: **06055271**

WRITTEN RESOLUTIONS

proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date: **12 APRIL 2018** (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company propose that the resolutions set out on **PAGES 2 and 3** of this document be passed as ~~special resolutions (in respect of Resolutions 1 and 2)~~ within the meaning of section 283 of the CA 2006 and an ordinary resolution (in respect of resolution 3) within the meaning of section 282 of the CA 2006 (the "**Resolutions**"). **BJ**

Please read the important notes contained on PAGE 3 of this document before signifying your agreement to the Resolutions.

Dated: **12 APRIL** 2018



By Order of the Board

WEDNESDAY



Registered Office: **3-4 Regan Way
Chetwynd Business Park
Chilwell
Nottingham
NG9 6RZ**

SPECIAL RESOLUTIONS

1. ~~Disapplication of pre-emption rights~~

~~THAT, subject to the passing of resolution 2 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2 as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities in order to satisfy the obligations of the Company pursuant to the Options (hereinafter defined) and shall expire on the fifth anniversary of the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry allot equity securities in pursuance of the Options notwithstanding that the power conferred by this resolution has expired.~~ 11 63

ORDINARY RESOLUTION

2. Authority to allot in relation to share options




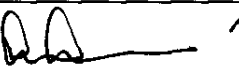





THAT, in accordance with section 551 of the CA 2006 the directors of the Company (**Directors**) be generally and unconditionally authorised to grant rights to subscribe for shares in the Company (**Rights**) pursuant to an option agreement dated on or about the date of this resolution in favour of BGF Investments LP (**Options**) and to allot shares in the Company to satisfy the obligations of the Company in respect of the Options provided that (i) this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution save that the Company may allot shares after such date in pursuance of its obligations pursuant to the Options notwithstanding that the authority conferred by this resolution has expired and (ii) the maximum number of shares to be issued under the Options may not exceed an amount equal to an aggregate of 6 percent of the equity share capital of the Company (excluding any deferred shares or shares that carry a right to a fixed amount only on winding up) in issue, or agreed to be issued (whether or not such agreement is subject to any conditions), as at the date of exercise of the Options and assuming for the purposes of such calculation, that the shares to be allotted pursuant to the Options have already been allotted and issued.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

AGREEMENT

Please read the important notes on **PAGE 3** of this document before signifying your agreement to the Resolutions set out on **PAGES 2 and 3** of this document

The undersigned, being the members of the Company entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions contained on **PAGES 2 and 3** of this document.

Name	Date	Signature
On behalf of J&E Nominees Limited	12/04/18	 AS ATTORNEY
Paul Gratton	12/04/18	
Christopher Hickling	12/04/18	 AS ATTORNEY
Elizabeth Gratton	12/04/18	 AS ATTORNEY
Julia Hickling	12/04/18	 AS ATTORNEY
Robert Clifford	12/04/18	 AS ATTORNEY
Simon Jackson	12/04/18	 AS ATTORNEY
On behalf of Alchemy Consultants Limited		
Jonathan Bloomer	12/04/18	 AS ATTORNEY
Nigel Tamplin	12/04/18	 AS ATTORNEY
On behalf of BGF Investments LP acting by its manager BGF Investment Management Limited		
Michael Roderick John Daly		
Robert Simonds		
Andrew Parker		
On behalf of Alchemy Investments Limited		

IMPORTANT NOTES

- 1 If you agree with the Resolutions contained on **PAGES 2 and 3** of this document, please indicate your agreement by signing and dating this document where indicated below on **PAGE 4** and returning it to the Company.
- 2 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.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 5 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.
- 6 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 other authority when returning this document.