

SB5.02.12

Company number 06055271

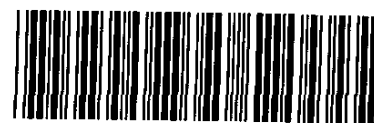
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SDL PROPERTY SERVICES GROUP LIMITED (Company)

WEDNESDAY



A12

A82MFGE1
03/04/2019
COMPANIES HOUSE

#336

Circulation Date: 29 MARCH 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (**Directors**) propose that the following resolutions are passed as ordinary resolutions (together the **Resolutions**).

ORDINARY RESOLUTIONS

THAT the terms of an agreement proposed to be made between:

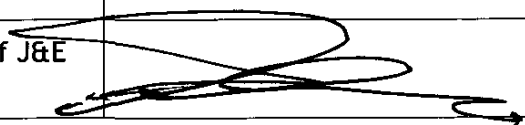
1. the Company and Nicholas Alexander Faulkner (NF) for the purchase by the Company from NF of 510 H Ordinary shares of £0.01 each in the capital of the Company for a total cash consideration of £5.10 as set out in the contract attached (**First Purchase Contract**); and
2. the Company and Alexander Faulkner Partnership Limited (company number 05574453) (AFPL) for the purchase by the Company from AFPL of 7,740 C Ordinary shares of £0.01 each in the capital of the Company for a total cash consideration of £208,000 as set out in the contract attached (**Second Purchase Contract** and together with the First Purchase Contract, the **Purchase Contracts**),


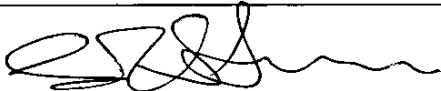
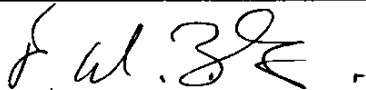


be approved and the Company be authorised to enter into and perform each of the Purchase Contracts.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Name	Signature	Date
For and on behalf of J&E Nominees Limited		29/3/19

Paul Gratton		
Christopher Hickling		
Elizabeth Gratton		
Julia Hickling		
Robert Clifford		29/3/19
Simon Jackson		29/3/19
For and on behalf of Alchemy Consultants Limited		
Jonathan Bloomer		29/3/19
Nigel Tamplin		29/3/19
For and on behalf of BGF Investments LP acting by its manager BGF Investment Management Limited		29/3/19
Michael Roderick John Daly		
Robert Simonds		
Andrew Parker		
For and on behalf of Alexander Faulkner Partnership Limited (in respect of Resolution 1 only)		

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.

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. Unless the Resolutions are passed before the end of the period 28 days beginning with the circulation date, they will lapse.
4. 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.
5. 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.