

Company no. 07488582

The Companies Act 2006
Private company limited by shares
Written resolutions
of

Topland Mercury Limited

13th July 2017 (the "Circulation Date").

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Topland Mercury Limited (the "Company") propose that resolutions 1 to 3 below are passed as ordinary resolutions (the "Ordinary Resolutions") and that resolutions 4 and 5 below are passed as special resolutions (the "Special Resolutions", and the Special Resolutions together with the Ordinary Resolutions, the "Resolutions").

Ordinary Resolutions:

1.

2.

3.

WEDNESDAY



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Special Resolutions:

4. THAT Article 47 of the Articles of Association of the Company be amended by inserting the following as Article 47A:

"Notwithstanding anything contained in these Articles to the contrary the directors shall not refuse to register any transfer of shares, nor may they delay registration of any shares, which have been charged or mortgaged by way of security and where:

- (a) the transfer is to the person to whom those shares have been charged or mortgaged (the "Mortgagee") or its nominee;
- (b) the transfer otherwise arises from the enforcement of the Mortgagee's rights in or to the shares; or
- (c) where the Mortgagee has consented to the transfer as a condition of the release of its security over the shares."


5. THAT Article 32 of the Articles of Association of the Company be amended by inserting the following as Article 32A:

"The lien referred to in Article 32 will not apply where a lender, bank or other financial institution has a charge or mortgage over those shares referred to herein."

Important:

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

The undersigned, being persons entitled to vote on the resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.


.....
duly authorised signatory
for and on behalf of
Topland Group Holdings Limited

Date: 13th July 2017

Notes

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - By hand (by delivering the signed copy to Osborne Clarke, 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Rhodri Jones);
 - By post (by returning the signed copy to Osborne Clarke, 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Rhodri Jones); or
 - By email (by attaching a scanned copy of the signed document to an email and sending it to rhodri.jones@osborneclarke.com). Please enter "Written resolutions" in the subject box.

Please note that return of this document will not be accepted by fax.

2. The resolutions will lapse if sufficient votes in favour of it have not been received by the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). Unless you do not wish to vote on any of the resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the resolutions.
3. Once you have signified your agreement to the resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
5. If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Companies Act 2006 to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member.
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 authority when returning this document.