

Company Number: 08896333

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

-of-

ROCKBRIDGE DEVELOPMENT II LIMITED (the "Company")

Date: 11 JUNE 2018 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**2006 Act**"), the directors of the Company propose that the resolution below is passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

That, the directors of the Company having made a solvency statement in accordance with section 643 of the 2006 Act on 11 JUNE 2018 (in the form attached in the Appendix to this Resolution) (the "**Solvency Statement**"), the amount of £395,947.00 standing to the credit of the share premium account of the Company be and hereby is cancelled and the amount of the share premium account so cancelled be and hereby is carried to the distributable reserves of the Company.

AGREEMENT

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

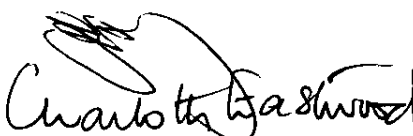
The undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed:

**Rockbridge (GP) Ltd as General Partner of
Rockbridge Limited Partnership**

Date:

11 JUNE 2018


**For and on behalf of
EQ Directors One Limited**
EQ Directors Two Limited



NOTES

1. If you wish to vote in favour of the Resolution, please sign and date this document and return it to the Company using one of the following methods:
 - 1.1. **by hand:** delivering the signed copy to Catherine Hargreaves at JAG Shaw Baker of Berners House, 47 – 48 Berners Street, London W1T 3NF;
 - 1.2. **by post:** delivering the signed copy to Catherine Hargreaves at JAG Shaw Baker of Berners House, 47 – 48 Berners Street, London W1T 3NF; or
 - 1.3. **by email:** by attaching a scanned copy of the signed document to an email and sending to catherine.hargreaves@jagshawbaker.com. Please enter “Written Resolution” in the email subject box.

If you do not agree with the Resolution, 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 Resolution, you may not revoke your agreement.
3. **Unless, within 15 days of the Solvency Statement, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date.**
4. 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.