

THE COMPANIES ACT 2006

Company Limited by Shares

RESOLUTIONS

of

MQA LIMITED (the 'Company')

Passed 17 October 2019

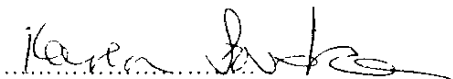
The following written resolutions of the Company were duly passed on 17 October 2019 in accordance with section 281(1)(a) of the Companies Act 2006 ('CA 2006') as an ordinary and as a special resolution:

ORDINARY RESOLUTION

1. **THAT**, in addition to all existing authorities, the directors of the Company be and they are unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise all powers of the Company to allot up to 8,885 Ordinary Shares of £0.001 each in the capital of the Company up to an aggregate nominal value of £8.885 of which £1.00 each created under a loan note instrument of the Company entered into on or around the date of these Resolutions. This authority shall expire on the date five years after the passing of this resolution unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires.

SPECIAL RESOLUTION

2. **THAT**, subject to the passing of Resolution 1 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 1 above, as if any right of pre-emption howsoever arising (including pursuant to article 30 of the articles of association) did not apply to any such allotment.



for **Reed Smith Corporate Services Limited**

Secretary

