# GRP Retail Holdco Limited

Company No: 09452808
Companies Act 2006

Written Resolution of the Members
(Proposed by the Directors)

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolution set out below be submitted to the eligible members of the company as written resolution, and passed as a special resolution (the "Resolution").

Resolution

1. *The members of GRP Retail Holdco Limited, undersigned below, unanimously agree to the exemption from the annual audit requirements for the financial year-ended 31 March 2018, as allowed under s479A(2) (a) of the Companies Act 2006 (as amended).*

We being the eligible members of the Company hereby signify our irrevocable agreement to the Resolution in accordance with the acceptance procedure set out below.
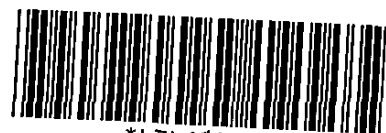
The Members:

**£0.01 Ordinary A shareholders:**

.............................................................
GRP Broking Holdco Limited

Date of Signature 30/03/2018

**£0.01 Ordinary B shareholders:**

.............................................................
GRP Broking Holdco Limited
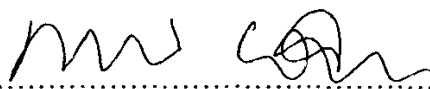
Date of Signature 30/03/2018

.............................................................
Michael Andrew Bruce
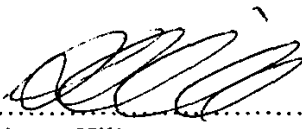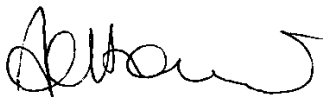
Date of Signature 30/03/2018

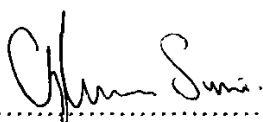Nigel Roy Cotton                Date of Signature 30/03/2018
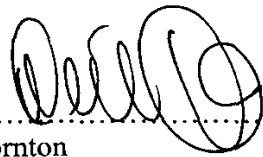
Paul Simon Hill                 Date of Signature 30/03/2018

Andrew Charles Homer            Date of Signature 30/03/2018

Christopher Sime                Date of Signature 30/03/2018

Neil Thornton                   Date of Signature 30/03/2018

# Written Resolution - Acceptance Procedure

**Members who agree to the Resolution(s), MUST notify the Company of their approval using one of the methods specified below by *30/03/* 2018. Failure to do so will render all such approvals invalid.**

To signify consent to the Resolution(s), members should indicate their agreement by signing and dating this document where shown above, and thereafter deliver it to   The Company Secretary, Global Risk Partners Ltd, 2<sup>nd</sup> Floor, 50 Fenchurch Street, London EC3M 3JY by means of:

sending an e-mail to <u>Andrew.hunter@grpgroup.co.uk</u> attaching a scanned copy of the signed and dated document; or

delivering the document by hand; or

sending the document by post.

Members do not need to take any action if they do not agree to the Resolution(s).