

Company number 10176070

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

RECON GROUP UK LIMITED (the "Company")

Circulation Date 20 July 2018

TUESDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**2006 Act**"), the sole director of the Company (the "**Director**") proposes that the resolution 1 is passed as an ordinary resolution and resolution 2 is passed as a special resolution (the "**Resolutions**").

**1 RESOLUTION 1 – AUTHORITY TO ALLOT**

**THAT**, the Director be and is hereby generally and unconditionally authorised pursuant to section 551 of the 2006 Act to exercise all or any powers of the Company to allot shares in the Company up to a nominal aggregate amount of £4,219,000 provided that

- (a) this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting or by written resolution) on the fifth anniversary of the date of this resolution;
- (b) the Company may before such expiry make an offer, agreement or other arrangement which would or might require shares to be allotted after such expiry and the Director may allot shares in pursuance of such offer, agreement or other arrangement as if the authority hereby conferred had not expired; and
- (c) this authority shall be in substitution for all previous authorities under section 551 of the 2006 Act which are hereby revoked but without prejudice to any allotment, offer or agreement made or entered into prior to the date of this resolution.

**2 RESOLUTION 2 – DIS-APPLICATION OF PRE-EMPTION RIGHTS**

**THAT**, subject to the passing of Resolution 1 and in accordance with section 570 of the 2006 Act, the Director be generally empowered to allot equity securities (as defined by section 560 of the 2006 Act) pursuant to the authority conferred by Resolution 1 as if section 561(1) of the 2006 Act did not apply to any such allotment provided that the authority granted by this resolution shall cease to have effect where the authority granted under Resolution 1 is revoked.

**AGREEMENT**

We, being the sole person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

  
.....  
**RECON GROUP LIMITED**

Date 20 July 2018.

## NOTES

- 3 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 before the end of the period of 28 days beginning with the Circulation Date (the "Lapse Period") using one of the following methods:

- (a) **By Hand:** delivering the signed copy to the Director at Villa Park, Trinity Road, Birmingham, England, B6 6HE; or
- (b) **Post:** returning the signed copy by post to the Director at Villa Park, Trinity Road, Birmingham, England, B6 6HE;

If you do not agree to all of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 5 Unless, by the end of the Lapse Period, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.