

Company Number: 11105636

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**MRO PLUS SOLUTIONS GROUP LIMITED (the "Company")**

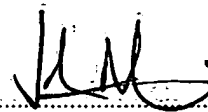
**Circulation Date: 23 June 2020**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006") we, being the members of the Company representing not less than 50% of the total voting rights of the eligible members of the Company, irrevocably agree that the following resolutions be passed as ordinary resolutions of the Company:

**ORDINARY RESOLUTION**

- 1 **THAT** for the purposes of section 694 CA 2006 the terms of an agreement proposed to be made between the Company and Robert Jones (the "Seller") for the purchase by the Company from the Seller of, in aggregate, 11,875 B ordinary shares of £0.07 each in the capital of the Company for an aggregate consideration of £17,325 as set out in the contract attached to this resolution (the "Buyback Contract") be and is hereby approved and the entry by the Company into the Buyback Contract is hereby approved.
- 2 **THAT**, in accordance with section 636 CA 2006, 5 D ordinary shares of £0.01 each in the capital of the Company be and are hereby redesignated as 5 deferred shares of £0.01 each in the capital of the Company having such rights, duties and obligations as set out in the articles of association of the Company.

Signed by  
for and on behalf of  
Cairngorm Capital Partners II, L.P.



Date

23.6.20



Signed by  
**Brynn Woods**

Date

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Signed by  
**David Moore**

Date

*David Moore*  
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23/6/2021  
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Signed by  
**Michael Kerins**

Date

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Signed by  
**John Piper**

Date

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Signed by  
**Brynn Woods**

Date

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Signed by  
**David Moore**

Date

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Signed by  
**Michael Kerins**

Date



May 23<sup>rd</sup> 2020

JUNE

Signed by  
**John Piper**

Date

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Signed by

**Brynn Woods**

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Date

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Signed by

**David Moore**

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Date

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Signed by

**Michael Kerins**

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Date

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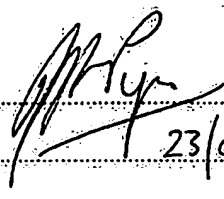
Signed by

**John Piper**

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Date

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23/06/20

### Guidance Notes

- 1 You may either:
  - (a) agree to the above resolution; or
  - (b) decline to agree to the above resolution.
- 2 If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company no later than 11:59pm on the date which is 28 days from the circulation date using one of the following methods:
  - (a) **By Hand:** delivering the signed copy to Maya Thompson at Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU;
  - (b) **Post:** returning the signed copy by marked post to Maya Thompson at Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU; or
  - (c) **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [maya.thompson@gowlingwlg.com](mailto:maya.thompson@gowlingwlg.com) marked for the attention of Maya Thompson.
- 3 If you do not agree to the resolution, 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 resolution, you may not revoke your agreement.
- 5 Unless within 28 days of the date of circulation sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
- 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.