

Company number: **011319099**

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CTC (Wholesalers) Holdings Limited (**Company**)

Passed on 21 May 2018

The following resolutions were passed as ordinary and special resolutions respectively on 21 May 2018.



ORDINARY RESOLUTION

1. That, in accordance with section 551 of the Companies Act 2006, the directors of the Company are generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £2,041,902 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

2. That the regulations in the document attached be approved and adopted as the Articles of Association of the Company in substitution for the existing Articles of Association.

3. That, subject to the passing of resolution 1 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:

- be limited to the allotment of equity securities up to an aggregate nominal amount of £2,041,902; and
- expire on the fifth anniversary of the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would

or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.