

Company Number: 11434613

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

REBELLION SERVICES LTD (the Company)

CIRCULATION DATE:15.04.2019

LAPSE DATE:15.04.2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company hereby propose that the resolutions at paragraph 1 below is passed by the Company as ordinary resolution and that the resolutions at paragraph 2 below are passed as a special resolution (together, the **Resolutions**):

1. ORDINARY RESOLUTIONS

a. **THAT** the terms of and the transactions contemplated by the following documents be and are hereby approved:

i. A £10,000,000 committed secured facility agreement between (amongst others) (1) Rebellion Services Ltd (as borrower and guarantor), (2) the Company (as guarantor) and (3) HSBC Bank Plc (the Lender) (the **Facility Agreement**) for the purpose of the general corporate and working capital purposes of the Group, which includes towards Permitted Acquisitions (both terms as defined therein); and

ii. an officer's certificate to be issued by a director of the Company in favour of the Lender,

(together the **Documents**),

and their execution (whether as a deed or under hand), delivery and performance by the Company be and are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in his absolute discretion, think fit) copies of the

Documents having been supplied to all Company members prior to the signing of this resolution;

- b. **THAT** any director of the Company, either singly or, in the case of a deed, in presence of a witness or with any other director of the Company, be authorised to execute and deliver the Documents on behalf of the Company; and
- c. **THAT** any director of the Company may make, agree, execute or deliver and despatch on behalf of the Company any notices, certificates, requests (including any Utilisation Requests (as defined in the Facility Agreement)), communications or other documents to be made, executed or entered into in connection with any of the Documents, the transactions contemplated therein or any other agreement or document in connection therewith.

2. SPECIAL RESOLUTIONS

- a. **THAT** the articles of association of the Company be amended by inserting a new articles as follows:

"24.2 Notwithstanding anything contained in these articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (i) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security;
- (ii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security; or
- (iii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

- (i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee;
- (ii) no Secured Institution or its nominee; and
- (iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer shares which are the subject of any transfer aforesaid to any shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these articles or otherwise howsoever to require such shares to be transferred to them for consideration or not.

24.3 Notwithstanding anything contained in these articles, the Company shall have no lien over any shares which have been mortgaged or charged by way of security to a Secured Institution.

24.4 Notwithstanding anything contained in these articles, the Company shall not be entitled to send a notice to any member of the Company requiring that member to pay any sum which is payable in respect of the shares which that member holds or to exercise any powers of forfeiture or sale which may flow from the non-payment of any such amounts."

2. **THAT** the existing articles of association shall be renumbered accordingly.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being persons entitled to vote on the Resolutions on the circulation date stated above, hereby irrevocably agree to each of the Resolutions:



Director, for and on behalf of
Rebellion Group Ltd

15.04.19

Date

NOTES

1. 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 using one of the following methods:

- By Hand: delivering the signed copy to the company secretary at the registered office of the Company.
- Post: returning the signed copy by post to the company secretary at the registered office of the Company.

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

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, prior to 28 days from the date of the Resolutions, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. 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.