

Company Number: 11591645

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ENDCLIFFE HOLDINGS LIMITED

(the "**Company**")

SATURDAY



A18 *A7HHGYB* #87
27/10/2018
COMPANIES HOUSE

Circulation Date: 19 October 2018 (the "**Circulation Date**")

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 3 below are passed as ordinary resolutions (together the "**Ordinary Resolutions**") and resolution 2 below is passed as a special resolution (the "**Special Resolution**").

1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £7.359 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2018.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

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, or any other rights of pre-emption howsoever arising, do not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £7.359; and
- 2.2 expire on 31 December 2018 (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.

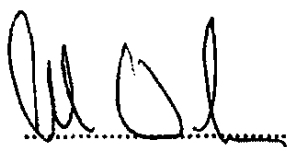
3. SUBSTANTIAL PROPERTY TRANSACTION

THAT, the purchase by the Company of the entire issued share capital of Clytha Holdings Limited from Sven Olof Lennart Jonsson, Karen Elizabeth Jonsson, Mark Vincenzo Wadsworth, James Keeling-Heane, Mark Douglas Wheatley and Sven Olof Lennart Jonsson and Karen Elizabeth Jonsson acting as trustees of The Jonsson Discretionary Settlement 2018 be approved for the purposes of section 190 of the Companies Act 2006 and for any other purpose.

AGREEMENT

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


The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolutions and the Special Resolutions:



MARK VINCENZO WADSWORTH

19 October 2018

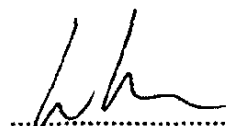
DATE



ROBERT GEORGE BARR

19 October 2018

DATE



LESLIE ROBERT BUXTON

19 October 2018

DATE

NOTES

1. You can choose to agree to all of the Ordinary Resolutions and Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company at its registered office address. 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 within 28 days of the Circulation Date, sufficient agreement is 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.
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.