

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF  
MAGELL LIMITED

Company Number: NI033711

(the Company)

28<sup>th</sup> June

2018 (the Circulation Date)

THURSDAY



The following special resolutions (the **Resolutions**) were duly passed by way of written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006:

**SPECIAL RESOLUTIONS:**

1. **THAT** it being in the best interests of the Company, the entry by the Company into the documents listed below (where a party thereto) and all ancillary documents thereto (the **Transaction Documents**) be and are hereby approved and/or ratified:
  - 1.1.1. a Share Purchase Agreement (**SPA**) to be entered into between Oxley Square Holdings Limited, James Walker and the Company;
  - 1.1.2. A loan agreement (**Loan Agreement**) to be entered into from the Company to Oxley;
2. **THAT** the Company's entry into, and the transactions contemplated by the Transaction Documents will promote the success of the Company for the benefit of its members, and that the approval for the Company to enter into the Transaction Documents and any ancillary documents thereto be and is hereby given and accordingly be hereby approved and constituted main objects of the Company.
3. **THAT** the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Transaction Documents to which it is party, and accordingly, such entry and granting, and the performance of its obligations thereunder, is for the commercial benefit and advantage of the Company and will promote the success of the Company for the benefit of its members as whole.
4. **THAT** notwithstanding any limitation on the Company's powers or objects or any restriction (whether arising by virtue of a director's conflict, or any interest he may have or because of any other limitation, prohibition or restriction whatsoever) the directors of the Company each have authority to approve the terms of, and the transactions contemplated by, the Transaction Documents and any related documents and the execution of and entry into by the Company of the Transaction Documents and any related documents in each case in such form as the directors may, in their absolute discretion, think fit, shall be deemed for all purposes to be one of the objects of the Company.
5. **THAT** notwithstanding any limitation on the Company's powers or objects or any restriction (whether arising by virtue of a director's conflict, or any interest he may have or because of any other limitation, prohibition or restriction whatsoever) the entering into any notice, certificate or other document required to be executed on behalf of the Company in connection with the Transaction Documents, in such form as the Company's directors may, in their absolute discretion, think fit be and is hereby approved.
6. **THAT** any act done or document executed pursuant to the above resolutions shall be valid, effective and binding upon the Company notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's Memorandum or

Articles of Association (any such limitation being hereby suspended, waived, relaxed, or abrogated to the extent requisite to give effect to the foregoing resolutions).:

A handwritten signature in cursive script, appearing to read "John Doe", is written over a horizontal dotted line.

Director

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