

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**ABDAM TRADING LIMITED**

(the "Company")



CIRCULATION DATE 1 April 2019 ("Circulation Date")

Pursuant to Part 13 Chapter 2 of the Companies Act 2006 the Directors of the Company propose that the following resolutions are passed as ordinary resolutions ("Resolutions"):-

**ORDINARY RESOLUTIONS**

1. **THAT** article 14 of the articles of association of the Company, which prohibits directors from voting and counting as part of the quorum for matters in which they are interested, be disapplied for a meeting of the board of directors on or about the date of this agreement, and that the directors of the Company be counted as participating in the decision-making process for quorum and voting purposes.
2. **THAT** the 1 ordinary share of £1.00 each in the share capital of the Company be and is hereby re-designated as 1 C ordinary share of £1.00 each.
3. **THAT** a new class of A Ordinary Shares of £1.00 each in the share capital of the Company ("**A Ordinary Shares**"); a new class of B Ordinary Shares of £1.00 each in the share capital of the Company ("**B Ordinary Shares**"); and a new class of D Ordinary Shares of £1.00 each in the share capital of the Company ("**D Ordinary Shares**") be created having the rights and obligations set out in the new Articles of Association of the Company to be adopted pursuant to Special Resolution 1 below.
4. **THAT**, in accordance with section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised to allot and issue up to:
  - a. 38 A Ordinary Shares at a subscription price of not less than £1.00 per A Ordinary Share;
  - b. 36 B Ordinary Shares at a subscription price of not less than £1.00 per B Ordinary Share;
  - c. 21 C Ordinary Shares at a subscription price of not less than £1.00 per C Ordinary Share; and
  - d. 4 D Ordinary Shares at a subscription price of not less than £1.00 per D Ordinary Share,

(together the "Rights") provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date no longer than 5 years from the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

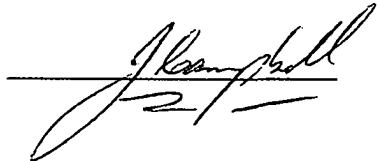
#### **SPECIAL RESOLUTIONS**

1. **THAT** in accordance with section 570 of the Companies Act 2006, the Directors be generally and unconditionally empowered to allot A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (being equity securities (as defined in section 560 of the Companies Act 2006)) pursuant to the authority conferred by Ordinary Resolution 4 above, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment and provided that this power shall expire on the date no longer than 5 years from the date this resolution is passed (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.
2. **THAT** the articles of association attached to this written resolution ("New Articles") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

## AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions:

A handwritten signature in black ink, appearing to read "J. Campbell", is written over a horizontal line. Below the signature, there is a small horizontal tick mark.

Date 1 April 2019

## NOTES

1. You can choose to agree to all of the 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 using one of the following methods:

**By hand:** delivering the signed copy to the Company's registered office.

**Post:** returning the signed copy by post to the Company's registered office.

**Fax:** faxing the signed copy to the Company marked "For the attention of the Directors.

If you do not agree to all of 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, by 90 days after the Circulation Date, 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 on or before 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 or sending an e-mail 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 or sending the e-mail (as the case may be). Please also include the name of the person on whose behalf you are signing where indicated in the signature box.
6. If you wish to signify your agreement by setting it out in the text of an e-mail, the e-mail should be signed off with your full name and, where relevant, indicate the name of the person on whose behalf you are signifying agreement.