

**Rutherford Finance Limited (the "Company")**

**Company Number: SC143184**

**Written Resolutions**

**Circulation Date:** ..... 21/03/19 .....

**Please read the notes at the end of this document before signifying your agreement to the undernoted resolutions.**


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

**Resolutions**

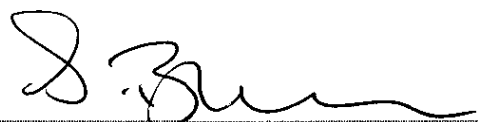
1. The terms of the subordination agreement confirmation deed in favour of HSBC UK Bank plc (the "**Finance Document**") and the transactions contemplated by the Finance Document are approved.
2. It is approved that the directors of the Company provide for the execution on behalf of the Company of the Finance Document in the form of the draft produced to the meeting of the directors with such amendments as persons authorised to execute the same may approve.

**Agreement**

The undersigned person(s), being the person(s) entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree(s) to the Resolutions:

  
\_\_\_\_\_  
Ronald Rutherford Black

21/03/19  
\_\_\_\_\_  
Date of signing

  
\_\_\_\_\_  
Susan Black

21/03/19  
\_\_\_\_\_  
Date of signing

TUESDAY



SCT \*S822RIGH\* #223  
26/03/2019  
COMPANIES HOUSE

**Notes:**

1. Eligible members are the members who would have been entitled to vote on the Resolutions on the Circulation Date.
2. 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 Dario Demarco, c/o Morisons LLP, 53 Bothwell Street, Glasgow, G2 6TS.
  - **Post:** returning the signed copy by post to Dario Demarco, c/o Morisons LLP, 53 Bothwell Street, Glasgow, G2 6TS.
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [dario.demarco@morisonsslip.com](mailto:dario.demarco@morisonsslip.com). Please enter "Written Resolutions" in the e-mail subject box.
- 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, within 28 days, beginning with 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 before or during this date.
5. 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.
6. 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.
7. By providing a contact email address, you are expressly authorising the Company to use this address for the purposes of future communications with you. Please ensure that if this address changes in future, you advise the directors of the Company in writing.