

IMPORTANT NOTE: MACROBERTS ARE ONLY PROVIDING LEGAL ADVICE TO GUY & CO LTD IN RESPECT OF THIS DOCUMENT AND THE MATTERS RELATING TO IT. YOUR SIGNATURE OF THIS DOCUMENT SHALL BE LEGALLY BINDING AND HAVE LEGAL AND TAX EFFECTS AND IMPLICATIONS FOR YOU. YOU SHOULD TAKE YOUR OWN INDEPENDENT LEGAL AND TAX ADVICE BEFORE SO SIGNING OR REACHING ANY SUCH AGREEMENT

Company No: SC461108

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

GUY & CO LTD

(the "Company")

17/11/2017 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that the following resolutions are passed as two special resolutions (the "**Resolutions**"):

SPECIAL RESOLUTIONS

1. "THAT, the Guy & Co Ltd Share Option Scheme, a copy of the rules of which is attached to this written resolution be approved, and the directors be authorised to do all acts and things necessary to establish the Scheme."
2. "THAT, the option agreement proposed to be entered into between the Company and Catriona Summers (in the form of the document circulated with this resolution), pursuant to which the Company proposes to grant an option in respect of certain ordinary shares of £1 each in the capital of the Company, is hereby approved."

AGREEMENT

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

We, the undersigned, being all the members entitled to vote on the Resolutions as at the Circulation Date, hereby irrevocably agree to the Resolutions:

David William Cleland Guy

Date

17/11/17

Alexandra Petrie Guy

Date

17/11/17

NOTES

1. If you agree with 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, marked for the attention of Gary Baines, to MacRoberts LLP, Capella, 60 York Street, Glasgow G2 8JX.

Written resolution (Guy Co) - EMI scheme and options

WEDNESDAY

Post: returning the signed copy by post marked for the attention of Gary Baines, to MacRoberts LLP, Capella, 60 York Street, Glasgow G2 8JX.

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 sufficient agreement is received within the period of 28 days beginning with the Circulation Date, the Resolutions will lapse.
4. 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.