

A PRIVATE COMPANY LIMITED BY SHARES

SM HOLDCO LTD.

Company Number SC561820 (the "Company")

WRITTEN RESOLUTION

5 May 2017

THURSDAY



S67OKKM

SCT 01/06/2017 #86

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions:

RESOLUTIONS

1. The allotment of 1 E Ordinary Share of £0.01 each in the capital of the Company to THESAFCO Limited.
2. The allotment of 1 F Ordinary Share of £0.01 each in the capital of the Company to THERISKCO Limited.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions and granting the waiver of pre-emption rights.

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

Signed by Stephen McCann

Date

05/05/17

Signed by Anne-Marie McCann


Date

05/05/17

Signed by Anne-Marie McCann as

Trustee of the Sophie Marie McCann Liferent Trust

Date 05/05/17

Signed by Anne-Marie McCann as 
Trustee of the Aaron Stephen McCann Liferent Trust

Date 05/05/17

Signed by Emma Brown

Date

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 to Stephanie Farrell, Bellwether Green, 225 West George Street, Glasgow G2 2ND
- **Post:** returning the signed copy by post to Stephanie Farrell, Bellwether Green, 225 West George Street, Glasgow G2 2ND
- **Fax:** faxing the signed copy to 0141 229 0640 marked "For the attention of Stephanie Farrell"
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to stephanie.farrell@bellwethergreen.com. Please enter "Written Resolutions dated 5 May 2017" 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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, by 1 June 2017, 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.
4. This document has been prepared for the Company and as a shareholder you should take independent legal advice.
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.