

THE COMPANIES ACT 2006

COMPANY NUMBER: 05636065

**WRITTEN RESOLUTION
OF
VDL 1147 LTD
("the Company")**

We, the undersigned, holding the entire issued share capital of the Company and entitled to receive notice of and to attend and vote at general meetings HEREBY PASS the following resolutions as special resolutions and agree that the said resolutions shall, pursuant to Section 283 of the Companies Act 2006, for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

IT IS RESOLVED:

1. THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 and paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860):
 - a. the restriction on the authorised share capital of the Company set out in Regulation 5 of the Memorandum of Association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's Articles of Association, is hereby revoked and deleted; and
 - b. the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006, this authority being in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006; and
2. THAT the directors be empowered to allot and grant rights to subscribe for or convert securities into shares of the Company to the value of £157 in respect of the Ordinary Shares pursuant to the authority given to the directors as if the pre-emption rights contained in Article 3 of the Company's Articles of Association did not apply.

Dated: 28/04/2017

Signed:



For and on behalf of
Ward Villas LLP

Notes

- 1 The purpose of this written resolution is to grant the Directors authority to allot securities and to disapply pre-emption rights. If the resolution is a special resolution the requisite majority needed to pass the resolution is members representing not less than three-fourths of the total voting rights of eligible members. If the resolution is an Ordinary Resolution a simple majority is needed in order for the resolution to be passed
- 2 The circulation date of this written resolution is ___/___/___.
- 3 If you agree to all resolutions herein, please signify your agreement by signing against your name where indicated and enter the date on which you signed the document. Please then return the document to the Company.
- 4 If you return the document signed, but un-dated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company.
- 5 If not passed by the requisite majority of members, this written resolution shall lapse 28 days from the date of circulation as stated in 2
- 6 Once this resolution has been signed and returned to the Company, your agreement to it may not be revoked

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