COMPANY NUMBER: 07509811

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
WENTWORTH ALEXANDER LIMITED

Circulated to the members on the 17th day of April 2018 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors of Wentworth Alexander Limited ("the Company") propose that the resolution below shall take effect as a special resolution ("Special Resolution").

Special Resolution

That the Articles of Association of the company be modified as follows;

1. By removing articles 36.1 to 36.4 of the Articles of Association dated 28 January 2011; and
2. By the implementation of the following new articles (using the same numbering);

36. Existing shareholders' right of pre-emption

(36.1) The company must not allot equity securities, nor an existing shareholder seek to transfer any of their shares, to a person on any terms unless—

(a) it has made an offer to each person who holds ordinary shares in the company to allot to him on the same or more favourable terms a proportion of those securities that is as nearly as practicable equal to the proportion in nominal value held by him of the ordinary share capital of the company, and

(b) the period during which any such offer may be accepted has expired or the company has received notice of the acceptance or refusal of every offer so made.

(36.2) Securities that a company has offered to allot to a holder of ordinary shares may be allotted to him, or anyone in whose favour he has renounced his right to their allotment, without contravening subsection (1)(b).

(36.3) The offer must state a period during which it may be accepted and the offer shall not be withdrawn before the end of that period. The period must be a period of at least 30 days beginning—

(a) in the case of an offer made in hard copy form, with the date on which the offer is sent or supplied;
(b) in the case of an offer made in electronic form, with the date on which the offer is sent;

(c) in the case of an offer made by publication in the Gazette, with the date of publication.

(36.4) The company and every officer of it who knowingly authorised or permitted the contravention of the pre-emption rights are jointly and severally liable to compensate any person to whom an offer should have been made in accordance with those provisions for any loss, damage, costs or expenses which the person has sustained or incurred by reason of the contravention. No proceedings to recover any such loss, damage, costs or expenses shall be commenced after the expiration of two years—

(a) from the delivery to the registrar of companies of the return of allotment, or

(b) where equity securities other than shares are granted, from the date of the grant.

SIGNED ..........................................

Director
WENTWORTH ALEXANDER LIMITED (the "Company")

Minutes of a meeting of the board of directors of the Company duly convened and held at The White House, Church Walk, Daventry, Northants, NN11 4BL on 18 April 2018.

Present: Alex Hammon (Chairperson)
          Alex Mitchell
          Lorraine Curtis
          Mark Banks

1. Preliminary

1.1 Alex Hammon agreed to act as Chair of the meeting.

1.2 The Chair noted that a quorum of the Board of Directors was present and confirmed that each Director had been given proper notice of the meeting and of the business to be transacted at the meeting and declared the meeting open.

2. Purpose of Meeting

3. The Chair announced that the purpose of the meeting was to consider and, if thought appropriate, approve the passing of the special resolution of 17 April 2018 to authorise the Company to revise its Articles of Association relating to the granting of pre-emption rights over the shares.

4. Declaration of Interests

4.1 Each Director declared the nature and extent of his interest, if any, in the business to be transacted at the meeting for the purpose of section 177 of the Companies Act 2006 ("2006 Act"), pursuant to the Company's articles of association and generally. The Directors present at the meeting declared their interests in the matters to be discussed at the meeting.

4.2 These declarations were taken as being sufficient for the purposes of the articles of association of the Company, Section 177 of the 2006 Act and otherwise. The Chairman noted that having declared their interests the Directors were not debarred from voting or being counted in the quorum pursuant to the Company's Articles of Association.

5. Tabling of Documents

There was produced to the meeting the Special Resolution dated 17 April 2018.

It was resolved that the Special Resolution and the proposals specified in the Special Resolution be and are hereby approved.

The meeting then adjourned. When the meeting resumed it was noted that the Special Resolution had been duly signed.
6. **Filing**

The Company secretary was instructed to prepare and file with the Registrar of Companies all documents and forms that were required to be filed in connection with the business transacted at the meeting.

7. **Close**

There being no further business the meeting was declared closed.

[Signature]

Director

[Signature]

Director