

**SPECIAL WRITTEN RESOLUTIONS OF THE SHAREHOLDER**

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**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY SHARES**

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**VERTUS A2 HOLDINGS LIMITED**  
(the "Company")

**Registered No. 10672229**

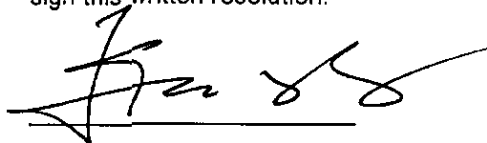
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The undersigned, being the sole member of the Company, does hereby in accordance with Part 13, Chapter 2 of the Companies Act 2006 pass the following resolution in writing:

**IT IS HEREBY UNANIMOUSLY RESOLVED THAT:**

1. In accordance with Article 8.2 of the Articles of Association of the Company (the "Articles"), we, being the sole member of the Company, direct that the pre-emption procedure as described in Article 8.2 of the Articles be dispensed with in relation to the issue of an additional 31,991,522 ordinary shares of £1 to Wood Wharf A2 GP Limited by the Company

This written resolution will come into effect on the date on which we, as sole member of the Company, sign this written resolution.



Director for and on behalf of

**WOOD WHARF A2 GP LIMITED**

Date: 4 July 2017

