

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

INTERQUEST GROUP LIMITED

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company, proposed as ordinary resolutions.

Unless otherwise defined herein, capitalised terms shall have the meaning attributed to them in the Facility Agreement (as defined below).

ORDINARY RESOLUTIONS

1. **THAT** the execution, delivery and performance of the following documents to which the Company is proposed to be a party and all other related documents is likely to promote the success of the Company for the benefit of its members as a whole and is also to its commercial benefit, and the terms thereof and the transactions contemplated thereby are therefore approved:
2. **THAT** in connection with, the acquisition of shares in the Company, the terms of, and transactions contemplated by, the documents referred to below to which the Company is a party be and are hereby approved:
 - (a) a £7,500,000 term facility agreement (the "**Facility Agreement**") to be entered into between (1) Chisbridge Limited as borrower, (2) the companies listed in schedule 1, part 2 thereto as original guarantors and (3) the Lender;
 - (b) a debenture (the "**Debenture**") to be entered into between (1) the Lender and (2) the companies listed in Schedule 1 thereto; and
 - (c) a subordination deed (the "**Subordination Deed**") to be entered into between (1) the Lender as senior creditor, (2) the Company as borrower, (3) the parties listed in Part 1 of Schedule 1 thereto as debtors, (4) the parties listed in Part 2 of Schedule 1 thereto as intra-group creditors and (5) the parties listed in Part 3 of Schedule 1 thereto as loan note creditors,

(together, the "**Documents**"), together in each case with such amendments, variations and modifications thereto as any director of the Company may approve from time to time.
3. **THAT** notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors, any one of the directors of the Company, and in the case of any document to be executed as a deed, any two authorised signatories (as defined in section 44(3) of the Companies Act 2006) or any one director in the presence of a witness who attests their signature, be and are hereby empowered, authorised and directed to complete, enter into, execute, deliver and perform the obligations set out in the Documents

(in such manner and subject to such amendments, variations and modifications as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document)).

4. **THAT** the execution, delivery and performance of the Documents, with such amendments, variations and modifications as any director of the Company may approve in his absolute discretion, will be for the benefit of the Company for the purpose of carrying on its business and will be most likely to promote the success of the Company for the benefit of its members as a whole.
5. **THAT** the Company appoints the Borrower to act as its agent in connection with the Finance Documents.

Circulation date: 6 September 2018

Registered office:

Cannon Green, 27 Bush Lane, London, England, EC4R 0AA

Agreement to written resolutions

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Signature:

Name:

Date:2018

NOTES

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of 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:
 - a) By Hand: delivering the signed copy addressed to the directors of the Company at the Company's registered office.
 - b) Post: returning the signed copy by post addressed to the directors of the Company at the Company's registered office.
 - c) E-mail: by scanning your signed and dated document, attaching it to an email and sending it to legal@interquestgroup.com. Please enter "Written Resolutions circulated on 6 September 2018" in the e-mail subject box.
2. If you do not agree to all of the resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. Unless, before the end of the period of 28 days beginning on the Circulation Date, 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.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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.