

Company number: 09840664

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
WMC DEVELOPMENTS LIMITED
(the "Company")**

Circulated on 28 May 2018 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolution be passed as an ordinary resolution (the "**Resolution**"):

ORDINARY RESOLUTION

"**THAT** any director of the Company, be and hereby is authorised to approve, execute, sign, deliver and perform, and to procure to be executed, delivered, signed and performed on behalf of the Company, all such agreements, deeds, certificates, instruments or other documents and to take all such other and further actions as it may be necessary (if any) on behalf of the Company directly or indirectly in connection with a transaction to be entered into by the Company and Win Holdings Limited (the "**Transaction**") notwithstanding any actual or potential conflict of interest or duty (the "**Conflict**") which may have arisen or may arise in relation to the Transaction by virtue of any of the directors of the Company being directors of the other companies involved in the Transaction or otherwise.

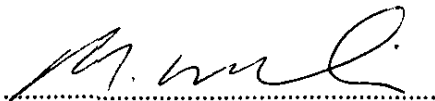
In particular, it is noted that the positions that each of the directors hold in other companies in the same group of companies as the Company have been disclosed to the shareholder of the Company. On this basis, the shareholder authorises the Conflict (including any conflict that may arise pursuant to Section 175 of the Companies Act 2006)."

AGREEMENT

Please read the notes at the end of this document before signing your agreement to the Resolution.

The undersigned, being the shareholders entitled to vote on the Resolution on the Circulation Date, hereby, irrevocably agree to the Resolution:





Mark Winter

Dated: 28 may 2018

.....
Walid Wasfi Wasif Musmar

Dated: 2018

.....
Andrew Cohen

Dated: 2018

NOTES

1. If you agree to the Resolution please indicate your agreement by signing and dating this document, where indicated above and returning it to the Company.
2. If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period.

.....
Mark Winter

Dated: 2018


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Walid Wasfi Wasif Musmar

Dated: 28 may 2018

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