

Company number: 05528602

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GUTTERIDGE HASKINS & DAVEY LIMITED (Company)

Circulation Date: 20 June 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**").

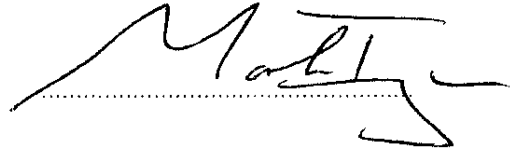
SPECIAL RESOLUTION

THAT the issued share capital of the Company be reduced from £15,500,000 to £5,500,000 by cancelling and extinguishing 10,000,000 of the issued ordinary shares of £1.00 each in the Company, each of which is fully paid up and the amount by which the share capital is so reduced by credited to other comprehensive income in equity.

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

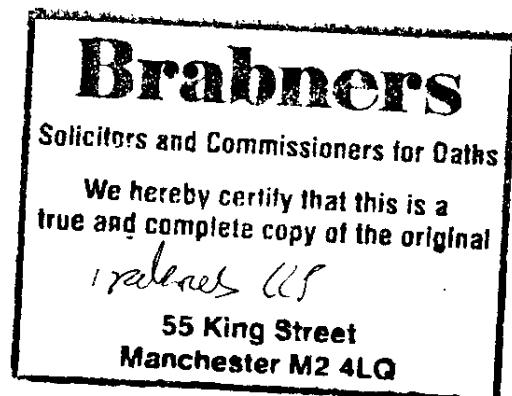
The undersigned, being the sole member of the company and only person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed for and on behalf of GHD Holdings (UK) Pty Ltd



27. 06. 2019.

Date



NOTES

1. If you agree with the Resolution, 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:

- **By Hand:** delivering the signed copy to Brabners LLP, 55 King Street M2 4LQ.
- **By Post:** returning the signed copy by post to Brabners s LLP, 55 King Street M2 4LQ.

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.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by 28 days after the circulation date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. 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.

5. 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.