

Company Number: 11458553

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ST. HELENS SITE HOLDINGS LIMITED

(Company)

Circulation Date: 11 April 2018

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006 (**Act**), the following resolution is passed as ordinary resolutions of the Company as indicated below:

ORDINARY RESOLUTIONS

1. **THAT** for the purposes of section 190 of the Act, the substantial property transaction (within the meaning of section 190 of the Act) consisting of the acquisition by the Company of 1 ordinary share of £1.00 in the capital of St. Helens Site Limited (company number 11452933) from Thomas Cradley Group Holdings Limited (company number 11456762), being a person connected with the directors of the Company, be and is hereby approved.
2. **THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby unconditionally authorised for the purpose of section 551 of the Act to exercise all or any of the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (such shares and rights being together referred to in this resolution as **Relevant Securities**) up to an aggregate nominal value of £30,000 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date of the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

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

We, the undersigned, being the persons eligible to vote on the above resolutions on the Circulation Date hereby irrevocably agree to the resolutions.



.....
**For and on behalf of the
Trustees of the W A Settlement 1962**

Date: 2018

.....
**For and on behalf of the
Trustees of the A M Sutton Settlement 1962**

Date: 2018

.....
**For and on behalf of the
Trustees of the A M Sutton Settlement 1967**

Date: 2018

A handwritten signature in black ink, consisting of a stylized 'A' followed by a horizontal line and a loop.

.....
**For and on behalf of the
Trustees of the D P Broadhurst Will Trust**

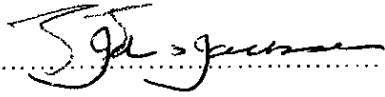
Date: 19 Apr 2018

.....
**For and on behalf of the
Executors of A M Sutton (Deceased)**

Date: 2018

.....
**For and on behalf of the
Trustees of the Michael Sutton's Grandchildren's Settlement**

Date: 2018



For and on behalf of the
Trustees of the W A Settlement 1962

Date: 19 April 2018

For and on behalf of the
Trustees of the A M Sutton Settlement 1962

Date: 2018

For and on behalf of the
Trustees of the A M Sutton Settlement 1967

Date: 2018



For and on behalf of the
Trustees of the D P Broadhurst Will Trust

Date: 19 April 2018

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Date: 19 Apr 2018

NOTES:

1. If you agree with the resolutions, please sign and date this document and return it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to the Company's registered office; or
 - **By Post:** returning the signed copy by post to the Company's registered office.
2. If you do not agree with 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. The resolutions set out above will lapse if you have not signified your agreement to it by the end of the period of 28 days beginning with the Circulation Date. If you agree to the resolutions, please ensure that your agreement reaches us before that date.