

Company number: 07824292

PRIVATE COMPANY LIMITED BY SHARES

Ubico Limited (the "Company")

Circulated on 23rd November 2018 (the "Circulation Date")

ORDINARY RESOLUTION PASSED AS WRITTEN RESOLUTION

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company recommend to the Shareholders that the following resolution be passed as an ordinary resolution:

To APPROVE:

- The replacement of the current Board composition with the Board composition model contained in the Board report dated 15th August 2018 (as supplemented by the report appended to this Resolution) and to approve the outline recruitment process contained within that report.
- The remuneration of independent Non- Executive Directors to be set at a maximum of £6,000 with flexibility to offer differentiation for the role of Chair.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution. The undersigned, persons entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Signed for and on behalf of:

Cheltenham Borough Council.....

Date:.....

Signed for and on behalf of:

Cotswold District Council

Date:.....

Signed for and on behalf of:

Forest of Dean District Council

Date:.....

Signed for and on behalf of:

Gloucestershire County Council.....

Date:.....

Signed for and on behalf of:

Stroud District Council.....

Date:.....

Signed for and on behalf of:

Tewkesbury Borough Council

Date:.....

Signed for and on behalf of:

West Oxfordshire District Council.....

Date:.....

NOTES

- 1 If you agree the resolution(s), 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 the registered office of the Company.
 - **Post:** returning the signed copy by post to the registered office of the Company.
 - **Email:** sending it as a pdf attachment to shirin.wotherspoon@tewkesbury.gov.uk marked in the subject box "Private and Confidential Written Resolution".

If you do not agree to the resolution(s), 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(s), you may not revoke your agreement.
- 3 The resolution(s) will lapse unless sufficient agreement has been received for the resolution(s) to pass it by the end of the period of 28 days beginning with the Circulation Date. If you agree to the resolution(s), please ensure that your agreement reaches us on or before this date.
- 4 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. Please also include the name of the person on whose behalf you are signing where indicated in the signature box.