
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FLEDGLINGS LTD.

(Registered in England and Wales - No. 02287058)

(Circulated on 16 January 2024 ("Circulation Date"))

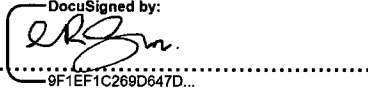
The directors of the Company proposes that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions be passed as special resolutions of the members of the Company:

SPECIAL RESOLUTIONS

- 1 **THAT** all decisions of the Board of the Company to allot and issue shares, approve the transfer of shares and all such allotments, issues, transfers and buy backs of shares made since and including 30.06.2003 be ratified and approved (notwithstanding that the eligible member's consent had been provided at the time but not formally recorded) and in particular but without limitation the following share buybacks:
 - (i) Jane Partridge the buy back and cancellation of 50 Ordinary A on 01.12.2008;
 - (ii) Louise Hesson the buy back and cancellation 50 Ordinary A on 31.10.2011;
 - (iii) Liz Sweeny the buy back and cancellation 50 Ordinary A on 07.01.19;
 - (iv) Jane Williams the buy back and cancellation of 50 Ordinary A on 09.05.2019;
 - (v) Michelle Smith the buy back and cancellation of 50 Ordinary A on 28.02.2022;
 - (vi) Lynn Seigenberg the buy back and cancellation of 50 Ordinary A on 30.04.2022;
 - (vii) Sarah Berkovitch the buy back and cancellation of 50 Ordinary A on 26.05.2023.
- 2 **THAT** the conduct of the directors as referred to in Resolution 1, including any conduct amounting to negligence, default, breach of duty or breach of trust in relation to the Company, pursuant to section 239 of the CA 2006 and for all other purposes, be authorised and ratified pursuant to section 239 of the Companies Act 2006 and for all other purposes.

You should read the notes at the end of this document before signifying your agreement to the above resolutions. Unless sufficient agreement has been received for the resolution to pass within 28 days of the Circulation Date, it will lapse.

I, the undersigned, being the sole member entitled to vote on the above resolutions on the Circulation Date **IRREVOCABLY AGREE** to the above resolutions:

Signature: 
Name: **Christopher Gray**

Company No. 02287058

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FLEDGLINGS LTD.

(Passed on 16 January 2024)

The following resolutions were duly passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 16 January 2024 as special resolutions by the members of the Company:

SPECIAL RESOLUTIONS

- 1 **THAT** all decisions of the Board of the Company to allot and issue shares, approve the transfer of shares and all such allotments, issues, transfers and buy backs of shares made since and including 30.06.2003 be ratified and approved (notwithstanding that the eligible member's consent had been provided at the time but not formally recorded) and in particular but without limitation the following share buy backs:
 - (i) Jane Partridge the buy back and cancellation of 50 Ordinary A on 01.12.2008;
 - (ii) Louise Hesson the buy back and cancellation 50 Ordinary A on 31.10.2011;
 - (iii) Liz Sweeny the buy back and cancellation 50 Ordinary A on 07.01.2019;
 - (iv) Jane Williams the buy back and cancellation of 50 Ordinary A on 09.05.2019;
 - (v) Michelle Smith the buy back and cancellation of 50 Ordinary A on 28.02.2022;
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- 2 **THAT** the conduct of the directors as referred to in Resolution 1, including any conduct amounting to negligence, default, breach of duty or breach of trust in relation to the Company, pursuant to section 239 of the CA 2006 and for all other purposes, be authorised and ratified pursuant to section 239 of the Companies Act 2006 and for all other purposes.


Notes:

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company by using one of the following methods:

By hand: by delivering the signed copy to the Company's registered address.

By post: by returning the signed copy by post to the Company's registered address.

By e-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Philip.Whitehurst@dtmlegal.com. Please enter "FLEDGLINGS LTD – written resolution" in the subject box of the e-mail.
- 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 pass within 28 days of the Circulation Date, it will lapse. If you agree to the resolution, please ensure that your agreement reaches on or before that date.

DocuSigned by:

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Director