

Company number: 02916207

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Provisio Limited (Company)

CIRCULATION DATE: 12 AUGUST 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 (**Resolution**).

SPECIAL RESOLUTION

1. THAT the articles of association of the Company be amended by inserting a new Article 24A as follows:

"24A Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this article 24A (to the effect that any provision contained in this article 24A shall override any other provision of these Articles):

- (a) the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
- (i) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) ("Secured Institution") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
 - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore, and notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the share which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under these Articles or otherwise howsoever to require such shares to be transferred to them whether for any

We hereby certify that this is a true copy of the document shown to me

Name: Kenny Earl

Signed: [Signature] Date: 15/08/19

Dixon Phillips Commercial Solicitors
22 Hills Road, Cambridge CB2 1JP

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valuable consideration or otherwise;

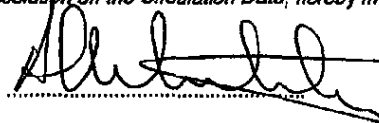
- (b) the directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in 24A(a)(i) above);
- (c) the lien set out in these Articles shall not apply to shares held by a Secured Institution (as defined in article 24A(a)(i) above); and
- (d) any variation of this article 24A shall be deemed to be a variation of the rights of each class of share in the capital of the Company."

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed by Andrew Whiteley



Date

12 AUGUST 2019

Signed by Peter Woodhall, an authorised
representative, for and on behalf of WKH
Associates LLP

Date

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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 care of Dixon Phillips Ltd using one of the following methods:
 - a. By Hand: delivering the signed copy to Hayley Rowland of Dixon Phillips Ltd, 22 Hills Road, Cambridge CB2 1JP.
 - b. Post: returning the signed copy by post to Hayley Rowland of Dixon Phillips Ltd, 22 Hills Road, Cambridge CB2 1JP.
 - c. E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to hayley@dixon-phillips.co.uk. Please enter "Written resolution" in the e-mail subject box.

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 the expiry of the 28th day from the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure *that your agreement reaches us before or during this date.*

Company number: 02916207

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Provisio Limited (**Company**)

CIRCULATION DATE: 17 AUGUST

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 (**Resolution**).

SPECIAL RESOLUTION

1. THAT the articles of association of the Company be amended by inserting a new Article 24A as follows:

"24A Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this article 24A (to the effect that any provision contained in this article 24A shall override any other provision of these Articles):

- (a) the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
- (i) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) ("**Secured Institution**") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
 - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore, and notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the share which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under these Articles or otherwise howsoever to require such shares to be transferred to them whether for any

We hereby certify that this is a true copy of the document shown to me

Name: Kenny Fong

Signed: [Signature] Date: 15/08/19

Dixon Phillips Commercial Solicitors
22 Hills Road, Cambridge CB2 1JP

valuable consideration or otherwise;

- (b) the directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in 24A(a)(i) above);
- (c) the lien set out in these Articles shall not apply to shares held by a Secured Institution (as defined in article 24A(a)(i) above); and
- (d) any variation of this article 24A shall be deemed to be a variation of the rights of each class of share in the capital of the Company."

AGREEMENT

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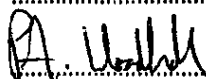
The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed by Andrew Whiteley

Date

Signed by Peter Woodhall, an authorised representative, for and on behalf of WKH Associates LLP

Date



12 August 2014

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 care of Dixon Phillips Ltd using one of the following methods:
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 - b. Post: returning the signed copy by post to Hayley Rowland of Dixon Phillips Ltd, 22 Hills Road, Cambridge CB2 1JP.
 - c. E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to hayley@dixon-phillips.co.uk. Please enter "Written resolution" in the e-mail subject box.

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