

Company number 04046346

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BOURNEMARK LIMITED (Company)



Circulation Date: 9th January 2023

Under Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company (**Director**) proposes that the following resolutions are passed as ordinary or special resolutions (collectively, "**Resolutions**") as indicated.

ORDINARY RESOLUTION

1. THAT, subject to the passing of the Special Resolution 4 below, in accordance with section 551 of the Companies Act 2006 (CA 2006) and the amended articles of association of the Company adopted pursuant to the Special Resolution 4 below (**New Articles**),, the Director be generally and unconditionally authorised to create a new class of B ordinary shares of £1.00 each in the Company and allot one B ordinary share of £1.00 in the capital of the Company to Barry Metcalfe (**New Share**), having the rights and subject to the restrictions set out in the New Articles. Unless renewed, varied or revoked by the Company, this authority shall expire twelve months after the date of this Ordinary Resolution being passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Director may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the directors of the Company (other than the authority granted in Article 15 of the New Articles) but is without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

2. THAT, subject to the passing of the above Ordinary Resolution 1 and the Special Resolution 4 below, in accordance with section 570 of the CA 2006, the Director be generally empowered to allot the New Share pursuant to the authority conferred by the above Ordinary Resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment and without being required to follow the pre-emption procedure in Article 15.5 of the New Articles (or any other pre-emption procedure whether statutory or otherwise), provided that this power shall:

- (a) be limited to the allotment of the New Share; and
 - (b) expire twelve months after the date of this Special Resolution being passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require the New Share to be allotted after such expiry and the Director may allot the New Share in pursuance of any such offer or agreement notwithstanding that the power conferred by this Special Resolution has expired.
3. THAT subject to the passing of the above Ordinary Resolution 1 and the Special Resolution 4 below, the Company's shareholder hereby irrevocably waives all and any pre-emption rights (however arising) in relation to the issue and allotment of the New Share.
 4. THAT, the draft New Articles attached as an Appendix to these Resolutions and, for the purpose of identification, initialled by the Director, be adopted as the articles of association of the Company with effect from the date of passing these Resolutions in substitution for, and to the exclusion of, the Company's existing articles of association.

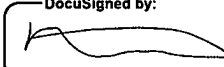
AGREEMENT

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 Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by GARY NATHAN NICHOLLS

Date

DocuSigned by:

.....72B0000B4C89452.....
1/9/2023
.....

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing, printing your name and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By hand:** delivering the signed copy to Gary Nicholls at 544 Christchurch Road, Bournemouth, England, BH1 4BE.
- **Post:** returning the signed copy by post to Gary Nicholls 544 Christchurch Road, Bournemouth, England, BH1 4BE.

- **Email:** by attaching a scanned copy of the signed document to an email and sending it to gary.bournemark@gmail.com. Please type "Bournemark shareholder resolutions" in the email subject box.

If you do not agree to the Resolutions, 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 a Resolution, you may not revoke your agreement.

3. Unless by the date falling 28 days after the Circulation Date, sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to Resolutions, please ensure that your agreement reaches us before or during this date.