

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

G-PARTNERS LTD

Circulated on: 27th April 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of G-Partners Ltd (the "**Company**") propose that the following resolutions are passed as ordinary and special resolutions (the "**Resolutions**");

ORDINARY RESOLUTION

1. THAT in accordance with section 618 of the Act, each of the 1092 A Ordinary shares of £1.00 each in the present capital of the Company (both issued and unissued) be subdivided into 109,200 A Ordinary shares of £0.01 each, each of the 1092 B Ordinary shares of £1.00 each in the present capital of the Company (both issued and unissued) be subdivided into 109,200 B Ordinary shares of £0.01 each and each of the 66 C Ordinary shares of £1.00 each in the present capital of the Company (both issued and unissued) be subdivided into 6600 B Ordinary shares of £0.01 each.

SPECIAL RESOLUTIONS

2. THAT 264 B Ordinary shares of £1.00 each in the issued share capital of the Company be re-designated as 264 C Ordinary shares of £1.00 each in the capital of the Company. The re-designated classes of shares shall have the respective rights and restrictions set out in the new articles of association of the Company, proposed to be adopted pursuant to resolution 2 below. Following the subdivision at resolution 1 above and the re-designation at this resolution 2, the entire issued share capital of the Company shall be legally and beneficially owned by the following persons and in the following proportions:

Shareholder	Shareholding
Tamasine Green	54,600 A Ordinary shares of £0.01 each
Robert Hart	54,600 A Ordinary shares of £0.01 each
Tamasine Green	41,400 B Ordinary shares of £0.01 each
Robert Hart	41,400 B Ordinary shares of £0.01 each
Tamasine Green	13,200 C Ordinary shares of £0.01 each
Robert Hart	13,200 C Ordinary shares of £0.01 each
Judith Stewart	6600 C Ordinary shares of £0.01 each

3. THAT the draft regulations attached to these Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

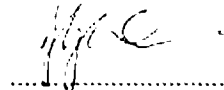
A copy of these Resolutions has been forwarded to the Company's accountants.

AGREEMENT

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

The undersigned, being all the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

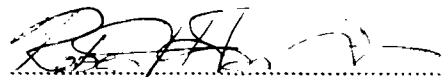
Signed by **Tamasine Green**



Date

27 / 04 / 2022

Signed by **Robert Hart**



Date

27 / 04 / 2022

Signed by **Judith Stewart**

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Date

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NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Fraser Cunningham of Smith Partnership Solicitors, Norman House, Friar Gate, Derby, DE1 1NU.

You may not return the Resolutions to the Company by any other method.

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 the Resolutions, you may not revoke your agreement.
3. Unless, before the end of the period of **28 days beginning with the Circulation Date**, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.