

COMPANY NUMBER: 4469576

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS OF

NEXIA SMITH & WILLIAMSON AUDIT LIMITED
("the Company")

WEDNESDAY



At the ANNUAL GENERAL MEETING of the Company held at 25 Moorgate, London EC2R 6AY at 12.15 p.m. on 17 December 2019, the following resolutions were passed:

Ordinary resolutions:

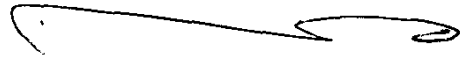
3. To resolve that, in place of all existing authorities, the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 551) up to an aggregate nominal amount of £150,380.91 for a period expiring (unless previously revoked, varied or renewed) five years after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after this authority expires and the directors may allot relevant securities in pursuance of such offer or agreement as if this authority had not expired.
5. That pursuant to and in accordance with the provisions of Section 694(2) of the Companies Act 2006 the terms of the agreement into which it is proposed that the individuals listed on the schedule attached thereto (a copy of which has been made available at the Company's registered office in accordance with the requirements of the Companies Act 2006) and the Company enter into for the sale and purchase, respectively, of those A or B Ordinary Shares of 2.25 pence each in the capital of the Company respectively listed alongside their names on the said schedule (totalling 532,674 shares for a total consideration of £11,985.17) be and are hereby approved and any director of the Company be and he is hereby authorised to execute the said agreement for and on behalf of the Company, to fulfil all of the obligations of the Company thereunder and to take

Special resolutions:

4. That subject to the passing of Resolution 3 above and in place of all existing powers, the directors be generally empowered pursuant to sections 570 & 573 of the Companies Act 2006 ("the Act") to allot equity securities (within the meaning of section 560(1) the Act) for cash, pursuant to the authority conferred by Resolution 3 as if section 561 of the Act did not apply to such allotment, provided that this power shall expire five years after the date on which this

resolution is passed. This power shall be limited to the allotment of equity securities.

6. That in accordance with Article 6.2 of the Articles of Association of the Company, we HEREBY SANCTION AND CONSENT to the passing and implementation of Resolution 5 set out above and to any and every variation, alteration, modification or abrogation of the rights attaching to the A Ordinary Shares and B Ordinary Shares, each of 2.25 pence each in the capital of the Company, (if any) proposed to be effected by, or required to give effect to, such resolution and declare that the said resolution shall, if passed, be binding on the holders of such A Ordinary Shares and B Ordinary Shares and further give all and any consents which are necessary under the Articles of Association of the Company from time to time, in relation to the passing and implementation of such resolution.



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Company Secretary