

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

of

TRIOSGROUP LIMITED (the "Company")

Circulation Date: 09 September 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, having effect as special resolutions (the "Resolutions"):-

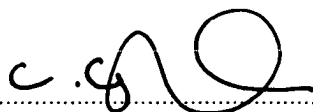
SPECIAL RESOLUTIONS

1. THAT 750,210 Ordinary Shares of £1.00 each in the capital of the Company be re-designated as 750,210 A Ordinary Shares of £1.00 each in the capital of the Company.
2. THAT 112,100 Ordinary Shares of £1.00 each in the capital of the Company be re-designated as 112,100 B Ordinary Shares of £1.00 each in the capital of the Company.
3. Subject to the passing of resolutions 1 and 2 above, THAT the regulations contained in the document attached to the Resolutions be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

AGREEMENT

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

The undersigned, the sole shareholder and sole person entitled to vote on the Resolutions on hereby irrevocably agree to the Resolutions:-



Christopher Campbell, director for and on behalf of  
TGFM Newco Limited

09 September 2020

Date

THURSDAY



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01/10/2020

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COMPANIES HOUSE

## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one or some of the Resolutions. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using the following method:-

- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Yee Lam ([yeelam@rcapital.co.uk](mailto:yeelam@rcapital.co.uk)). Please enter "Written resolutions dated 2020" in the e-mail 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 the Resolutions, you may not revoke your agreement.
3. You must ensure your agreement to the Resolutions reaches us by no later than 28 days after the circulation date as set out above otherwise the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
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.