

Company number 05555233

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ADSN Solutions Limited (Company)

Dated 6-7-2016.

We certify this document to  
be a true copy of the original

Gullands

Gullands,  
16 Mill Street,  
Maidstone ME15 6XT

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as ordinary and special resolutions as indicated (Resolutions)

#### ORDINARY RESOLUTION

- 1 THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company (Directors) be generally and unconditionally authorised to allot a share in the Company with a nominal amount of £1 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1<sup>st</sup> May 2020 save that the Company may, before such expiry, make an offer or agreement which would or might require the share to be allotted and the Directors may allot the share in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

#### SPECIAL RESOLUTION

- 2 THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment.

#### ORDINARY RESOLUTIONS

- 3 That the 2 ordinary shares of £1 each in the capital of the Company registered in the names of Adrian Rose and Diane Marie Rose henceforth be re-designated as 1 Ordinary A Share of £1 registered in the name of Adrian Rose and 1 Ordinary B Share of £1 registered in the name of Diane Marie Rose
- 4 That the 1 preference share of £1 in the capital of the Company registered in the name of Stephen Rose henceforth be re-designated as 1 Ordinary C Share of £1



## SPECIAL RESOLUTION

- 5 That the Ordinary A Share, the Ordinary B Share, the Ordinary C Share and the Ordinary D Share shall constitute different classes of shares with full voting rights ranking pari passu save that
- a) in the event of a winding up, they shall carry the right to share in any surplus as follows
    - i) Ordinary A Share 40%;
    - ii) Ordinary B Share 40%;
    - iii) Ordinary C Share 5%, and
    - iv) Ordinary D Share 15%;
  - b) the Ordinary C share shall carry no entitlement to share in a dividend, and
  - c) the Ordinary A Share, Ordinary B Share and Ordinary D Share shall carry the entitlement to share in any dividend declared from time to time in such proportions as shall be determined by the directors of the Company provided that, in the event of Daniel Rose not serving as a director of the Company, the Ordinary D Share shall carry no such entitlement

## 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 above resolutions on 6-7-16 hereby irrevocably agrees to the Resolutions

Signed by Diane Marie Rose

*Diane Marie Rose*

Date:

6-7-16

## NOTES

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

**By Hand** delivering the signed copy to Sarah Astley

**Post.** returning the signed copy by post to Sarah Astley at Gullands 16 Mill Street Maidstone Kent ME15 6XT

**Fax** faxing the signed copy to 01622 757735 marked "For the attention of Sarah Astley"

**E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [s.astley@gullands.com](mailto:s.astley@gullands.com)

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 Where, by **31 - 8 - 16**, insufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to these Resolutions, please indicate your agreement and notify us as soon as possible
4. 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