

THURSDAY



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25/11/2021

#295

COMPANIES HOUSE

Company number 07105793

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

DOWNING PUB EIS ONE LIMITED (Company)

11 November 2021. (Circulation Date)

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

SPECIAL RESOLUTION

THAT with effect from the conclusion of the meeting the draft articles of association produced to the meeting and, for the purposes of identification, attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

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

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed for an on behalf
of:

Downing One VCT plc

DocuSigned by:

Chris Allner

E4E82BAF4A4F4DE...

DocuSigned by:

Colin Corbally

D8B2B7CC49AC49F...

Date:

11 November 2021

Signed for an on behalf
of:

Downing Two VCT plc

DocuSigned by:

Antony Batty

D474E30C9239453...

Date:

11 November 2021

Signed for an on behalf
of:

Downing Three VCT
plc

DocuSigned by:

Antony Batty

D474E30C9239453...

Date:

11 November 2021

Signed for an on behalf
of:

TT Nominees Limited

DocuSigned by:

Kevin Gray

BA49FE3A45CD4DF...

Date:

11 November 2021

Signed by:

Paul Beaumont

Date:

**Signed for an on behalf
of:**

Gurnall Limited

DocuSigned by:
Thomas Mullard
173A05AF69894AC...

Date:

11 November 2021

Signed by:

Colin Corbally

DocuSigned by:
Colin Corbally
D6B2B7CC49AC49F...

Date:

11 November 2021

Signed by:

Jonathan Boss

DocuSigned by:
Jonathan Boss
F455334F70A94C1...

Date:

11 November 2021

Signed by:

Nicholas Lewis

DocuSigned by:
Nick Lewis
472B8C21BE87432...

Date:

11 November 2021

Signed by:

Rowan Lewis

DocuSigned by:
Rowan Lewis
FB193D3B39FB477...

Date:

11 November 2021

Signed by:

Tony McGing

DocuSigned by:
Tony McGing
685253FCE89B4B0...

Date:

11 November 2021

NOTES

1. If you agree to the Resolution please indicate your agreement by signing 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 the Company's registered office.

Post: returning the signed copy by post to the Company's registered office.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to henry.male@tltsolicitors.com and irina.angliss@tltsolicitors.com. Please type "Project Cleopatra - Written Resolution – STEP 2" in the e-mail subject box.

By DocuSign: by inserting your e-signature to a copy of this document provided to you by via DocuSign, and clicking "Finish".

Please note that return of this document will not be accepted by fax.

2. If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

4. Unless, 28 days after the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

5. 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.

6. 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.