

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CLUSTA LIMITED

(Circulated on 6th September 2017)

TUESDAY



A6GATR28

A26

03/10/2017

#257

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as ordinary and special resolutions of the Company:

ORDINARY RESOLUTIONS

THAT:

1 Authority to allot shares

- (a) the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (Act) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £293.20;
- (b) this authority shall expire on the fifth anniversary of the date of passing this resolution;
- (c) the Company may, before this authority expires, make offers or agreements which would or might require the allotment of shares in the Company or the grant of rights to subscribe for, or convert any security into, shares in the Company after its expiry and the directors may allot shares or grant rights in pursuance of any such offer or agreement as if this authority had not expired; and
- (d) this resolution revokes and replaces all unexercised authorities previously granted to the directors pursuant to section 551 of the Act but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

2 Disapplication of pre-emption rights on issue (special resolution)

- 2.1 the directors of the Company be and are hereby empowered, in accordance with section 570 of the Companies Act 2006 (Act) and subject to the passing of resolution number 1 above, to allot equity securities (within the meaning of section 560(1) of the Act) for cash pursuant to the authority conferred by that resolution as if section 561 of the Act did not apply to the allotment;

- 2.2 this power shall be limited to the allotment of equity securities up to the aggregate nominal amount referred to in resolution number 1 above;
- 2.3 this power shall expire on the fifth anniversary of the date of passing this resolution;
- 2.4 the Company may, before this power expires, make offers or agreements which would or might require the allotment of equity securities after its expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired; and
- 2.5 this resolution revokes and replaces all unexercised powers previously granted to the directors pursuant to section 570 of the Act but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such powers.

Please read the notes at the end of this document before signifying your agreement to the resolutions set out above (Resolutions).

I, being a member entitled to vote on the Resolutions on the circulation date irrevocably agree to the Resolutions

SIGNED by Paul Corcoran*

DATE

..........

.....06/09/2017.....


Notes:

The Special Resolutions will lapse unless sufficient agreement has been received to pass them by expiry of the period of 28 days beginning with the circulation date. If you agree to the resolutions, please ensure that your agreement reaches us as soon as possible and in any event by that date.

- 1 The mechanics for signifying agreement to the Resolutions are set out below. If you do not agree to the Special Resolutions, you do not need to do anything; you will not be deemed to have agreed by failing to respond.
- 2 If you agree to the Resolutions, please sign and date this document as indicated above and return it to C/O Field Cottage, Bodiam, East Sussex, TN32 5UY. Receipt of the signed document signifies your agreement to the Resolutions, or

Scan & E-Mail to

:
helen@clusta.org

 06/09/2017

- 3 Once you have signified your agreement to the Resolutions you may not revoke your agreement.
- 4 Every member has one vote in respect of each share they hold. The Resolutions will be passed if in relation to the Ordinary Resolutions the Company receives from members representing a simple majority of the total voting rights of members entitled to vote on the Circulation Date documents signifying their agreement to the Ordinary Resolutions. The Special Resolutions will be passed if the Company receives from members representing not less than 75% of the total voting rights of members entitled to vote on Circulation Date documents signifying their agreement to the Special Resolutions.