

**HOWCOM LIMITED**  
(the "Company")



**Written Resolutions of the Sole Director pursuant to the  
Company's Articles of Association**

I, Howard Mark Presky, being the sole director for the time being of the above-named company, hereby RESOLVE THAT:

**Director's Interests**

Pursuant to the Companies Act 2006, the director will exercise his general duties pursuant to Section 170 of the Companies Act 2006 and exercise such independent judgement on the matters presented and with such reasonable duty, care, skill and diligence as required in accordance with Section 174 of the Companies Act 2006. The director shall also avoid any situation where there may be or is a direct or indirect conflict of interest between the interests of the director and the Company as defined by Section 175 of the Companies Act 2006 unless and provided that there are no restrictions in the Articles to invalidate such authorisation.

**Amendment to the Articles of Association**

1. Pursuant to the judgement handed down by the High Court in the case of Hashimi v Lorimer-Young in March 2022, the Company is now compelled to make an amendment to its Articles of Association in respect to the minimum quorum requirements for board meetings. As the amendment requires the approval of the shareholders, the director will arrange for the preparation, consideration and approval of the requisite documentation by the member.

**Member's Written Resolution**

2. A Written form resolution (the "Written Resolution") (copy appended) be circulated to the member for their consideration and signature whereby it is resolved to pass the Written Resolution set out therein as a special resolution for the following purpose:

"That the current Article 11.2 of the Company's Articles of Association be amended by the insertion of the following sentence at the end of the paragraph."

'If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles and accordingly the quorum for the transaction of business in these circumstances shall be one'

3. The director recommends to the eligible members of the Company that they approve the Written Resolution, and the resolution was thereupon duly approved.

4. Upon the Written Resolution being signed, the director arranges to file it with Companies House:

.....  
Howard Mark Presky

.....  
Date

14<sup>th</sup> June 2022