

Company number 08063113

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**CAROUSEL PR LIMITED**

**("Company")**

**9th January 2019**



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 ordinary resolutions and special resolutions as set out below ("**Resolutions**").

**ORDINARY RESOLUTION**

1. THAT, the directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 ("**Act**") to exercise all powers of the Company to allot shares and/or grant rights to subscribe for, or convert any security into, any shares ("**Rights**") up to an aggregate nominal amount of £0.12 by the grant of options to subscribe for up to 12 ordinary shares of £0.01 each in the capital of the Company and the allotment and issue of such shares on the exercise of such options for a period of five years from the date of this resolution, save that in accordance with section 551(7) of the Act the Company may before the expiry of such period make an offer or agreement which would or might require such shares to be allotted or such Rights to be granted after such expiry and the directors may allot such shares or grant such Rights pursuant to such offer or agreement as if this authority had not expired

**SPECIAL RESOLUTIONS**

2. THAT, in accordance with section 571 of the Act and subject to the passing of resolution 1 above, the directors of the Company be given the general and unconditional authority to allot, for cash, the shares set out in resolution 1, up to an aggregate nominal amount of £0.12, as if section 561(1) of the Act did not apply

**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 Resolutions on 9<sup>th</sup> January 2019, hereby irrevocably agrees to the Resolutions:

Signed by **JENNIFER HIGGINS**

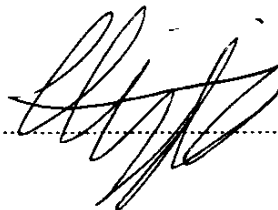
Date 09-01-19

A handwritten signature in cursive script, appearing to read 'Jennifer Higgins', is written over a dotted line.

Signed by **GAWEN HIGGINS**

Date

9/07/19



#### NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company's registered office. You may not return the Resolutions to the Company by any other method. 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. Unless, within 28 days of the circulation date sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.