Company Number: **08660886**

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

PRINT OF WRITTEN RESOLUTION

OF

BRAINTRAIN2020 LIMITED

(the "Company")

Passed on 2nd June 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**2006 Act**"), the following resolutions were passed by the Company as an ordinary resolution and special resolution respectively:

ORDINARY RESOLUTION

THAT, with effect from the passing of this resolution, in accordance with section 551 of the 2006 Act and article 3.1 of the Company's articles of association, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £390.86 ("**Proposed Allotments**") provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2025, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

THAT, with effect from the passing of this resolution, in accordance with article 3.2 of the Company's articles of association (pursuant to which the directors of the Company require the consent of at least 75% in nominal value of the shares in issue, including The Mercia Fund, to waive the pre-emption rights on issue of shares contained in article 3.2), and subject to the passing of the above ordinary resolution, the shareholders hereby agree to waive all of their pre-emption rights (however arising) in respect of the Proposed Allotments.

....
RICHARD MILLS, a director

2/6/21
....
DATE