

Company No. 08783277

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

OF

LAYERV LTD

(the "Company")

Date: 24 December 2019

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the "**Special Resolution**");

SPECIAL RESOLUTION

THAT all amounts standing to the credit of the share premium account of the Company be reduced (being £74,998) and the issued share capital of the Company be reduced by cancelling and extinguishing 2,116,676 ordinary shares of £1.00 each in the capital of the Company (each of which is fully paid up) and the amount by which the share capital is so reduced be credited to the Company's distributable profits.

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

Agreement to Written Resolution

We, the undersigned, being persons entitled to vote on the Resolution on 24/12/ 2019 (the "**Circulation Date**"), irrevocably agree to the Resolution.

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NOTES

Procedures for signifying agreement to the Resolution

1. You may choose to agree to all of the Resolutions or none of them. You do not have the option of agreeing to some only of the resolutions. If you do not agree to all of the Resolutions, you do not need to do anything. You will not be deemed to agree, if you do not reply.
2. If you agree to all of 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 procedures below:
 - (a) **by hand:** deliver the signed and dated copy to Kenan Ceylan, Ropes & Gray, 60 Ludgate Hill, London EC4M 7AW, United Kingdom;
 - (b) **by post:** return the signed and dated copy by post to Kenan Ceylan, Ropes & Gray, 60 Ludgate Hill, London EC4M 7AW, United Kingdom;
 - (c) **by email:** send an email to Kenan.Ceylan@ropesgray.com stating that you agree to the resolutions.
3. If by the date 28 days after the Circulation Date, sufficient agreement has not been received in order to pass the Resolution, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company on or before this date.
4. 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.