

Company number 8814633

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Connex One Limited ("Company")

FRIDAY



A12 *A9900QF6* 10/07/2020 #249
COMPANIES HOUSE

6th July 2020 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as ordinary and special resolutions respectively ("Resolutions");

ORDINARY RESOLUTIONS:

1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the CA 2006 the directors of the Company ("Directors") be generally and unconditionally authorised to allot up to 449 C Ordinary shares of £0.01 each in the Company provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2019 the save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the CA 2006 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006 and the Company's articles of association, the Directors be generally empowered to allot shares (as defined in section 560 of the CA 2006) pursuant to the

authority conferred by resolution 1, as if section 561(1) of the CA 2006 nor any pre-emption rights in the Company's articles of association apply to any such allotment, provided that this power shall:

- a) be limited to the allotment of shares up to an aggregate nominal amount of 449 C Ordinary £0.01 shares each; and
- b) expire on 31 December 2020 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

SPECIAL RESOLUTIONS:

1. ADOPTION OF NEW ARTICLES OF ASSOCIATION

THAT the draft articles of association attached to this resolution (**New Articles**) be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

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 above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by **William Christopher Currie**

W.C. Currie

Date 6 July 2020

Signed by **Sir Terence Patrick Leahy**

.....

Date

Signed for and on behalf of **Latium Tech**
Limited

Date

Signed by **Nicholas Mealey**

Date

Signed by **Richard Mealey**

Date

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Ben Prangell, Shipley IP Ltd, 6 The Quadrant, Hoylake, CH47 2EE.
- **Post:** returning the signed copy by post to Ben Prangell, Shipley IP Ltd, 6 The Quadrant, Hoylake, CH47 2EE.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to ben@shipleyip.com. Please enter "Written resolution dated" in the e-mail subject box.

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 fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, by 28 days after the Circulation Date sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

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This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the CA 2006 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

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Date

Signed by **Sir Terence Patrick Leahy**

.....

Date 6 July 2020

Signed for and on behalf of **Latium Tech**
Limited

Date

Signed by **Nicholas Mealey**

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Date

Signed by **Sir Terence Patrick Leahy**

Date

Signed for and on behalf of Latium Tech
Limited

Date



6 July 2020

Signed by Nicholas Mealey

Date

Signed by Richard Mealey

Date

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