

**THE COMPANIES ACT 2006**  
**WRITTEN SPECIAL RESOLUTION**  
**OF**

FRIDAY



A25

\*A829PMK3\*  
29/03/2019  
COMPANIES HOUSE

#247

**BA TECHNOLOGIES HOLDINGS LIMITED (the "Company")**

Company Number 8820071

Dated on the [ 22 ] day of [ MARCH ] 2019.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a Special Resolution (**Resolution**).

**Special Resolution: WHERE CAPITAL IS BEING CANCELLED:**

That the capital of the Company be reduced from £286,850.38 divided into £28,685,038 C shares of £0.01 each to £83.38 divided into £8338 C shares of £0.01 each by cancelling paid-up capital which is held by Sir Lloyd Dorfman and is not required to the extent of £0.01 per share upon each of the 28,676,700 shares which have been issued and are fully paid-up but such reduction shall be on the condition that the date on which this resolution is passed is within 15 days (inclusive) of the date that the attached Statement of Solvency was made

**\*NOTE – ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)**

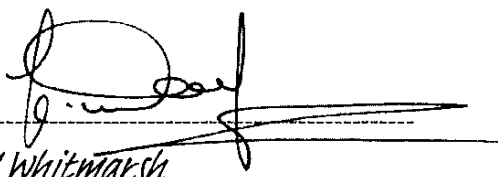
**AGREEMENT**

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

The undersigned, all persons entitled to vote on the Resolution on [CIRCULATION DATE], hereby irrevocably agree to the Resolution:

<u>MEMBER</u>	<u>SIGNATURE</u>	<u>DATE</u>
SIR CHARLES DUNSTONE	_____	_____
SIR BEN AINSLIE	_____	_____
CHRISTOPHER BAKE	_____	_____
JON WOOD	<u>Jonathan P. Wood</u> Jonathan P. Wood (March 2019)	<u>22/3/19</u>

SIR LLOYD DORFMAN



22/3/19

MARTIN WHITMARSH

M Whitmarsh  
M Whitmarsh (Mar 8, 2019)

22/3/19

PETER DUBENS

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ANDROMEDA CAPITAL

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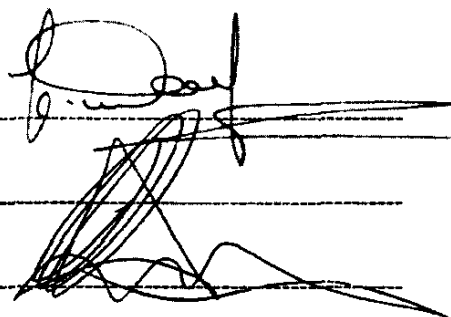
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SIR LLOYD DORFMAN

MARTIN WHITMARSH

PETER DUBENS

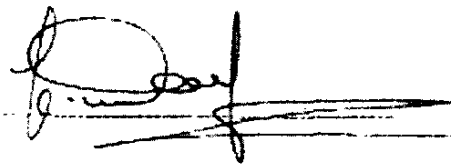
ANDROMEDA CAPITAL

A handwritten signature in black ink, appearing to read 'Peter Dubens', is written over a series of horizontal lines. The signature is stylized with a large loop at the beginning and a long, sweeping tail.

22/3/19 .

22/3/19

SIR LLOYD DORFMAN



22/3/19

MARTIN WHITMARSH

\_\_\_\_\_

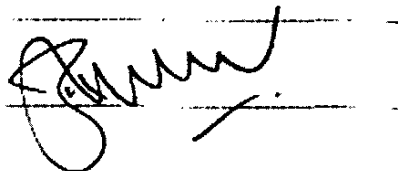
\_\_\_\_\_

PETER DUBENS

\_\_\_\_\_

\_\_\_\_\_

ANDROMEDA CAPITAL



22/3/19

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**WRITTEN SPECIAL RESOLUTION**  
**OF**

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<u>MEMBER</u>	<u>SIGNATURE</u>	<u>DATE</u>
SIR CHARLES DUNSTONE	<u>Charles Dunstone</u> <small>Charles Dunstone (Mar 3, 2019)</small>	<u>22/3/19</u>
SIR BEN AINSLIE	_____	_____
CHRISTOPHER BAKE	_____	_____
JON WOOD	_____	_____

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SIR CHARLES DUNSTONE	_____	_____
SIR BEN AINSLIE	<u>CBAinslie</u> Ben Ainslie, March 2019 _____	<u>22/3/19</u> _____
CHRISTOPHER BAKE	_____	_____
JON WOOD	_____	_____

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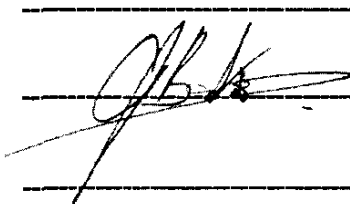
That the capital of the Company be reduced from £286,850.38 divided into £28,685,038 C shares of £0.01 each to £83.38 divided into £8338 C shares of £0.01 each by cancelling paid-up capital which is held by Sir Lloyd Dorfman and is not required to the extent of £0.01 per share upon each of the 28,676,700 shares which have been issued and are fully paid-up but such reduction shall be on the condition that the date on which this resolution is passed is within 15 days (inclusive) of the date that the attached Statement of Solvency was made

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SIR CHARLES DUNSTONE	_____	_____
SIR BEN AINGLIE	_____	_____
CHRISTOPHER BAKE		22/3/19
JON WOOD	_____	_____