

**Company number 09111616**

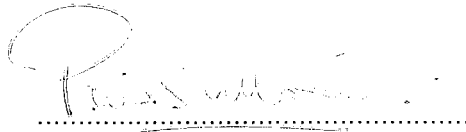
**PRIVATE COMPANY LIMITED BY SHARES  
INVESTOR CONSENT AND ORDINARY RESOLUTION**

**of**

**THE TAXASSIST DIRECT GROUP LIMITED ("the Company")**

The attached Investor Consent and Ordinary Resolution were carried and passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 4<sup>th</sup> March 2022.

Signature:

A handwritten signature in dark ink, appearing to read "P. S. S. S. S.", is written over a horizontal dotted line.

**Director**

**THE TAXASSIST DIRECT GROUP LIMITED (“the Company”)**

**Company Number 09111616**

**INVESTOR CONSENT**

**Written consent pursuant to the Articles of Association**

We refer to the Investment Agreement entered into between the Company (1), the individuals whose names and addresses are set out in Schedule 2 of the Investment Agreement (2), John Westgarth and those persons whose names and addresses are set out in Part 1 of Schedule 3 of the Investment Agreement (3), the persons whose names and addresses are set out in Part 2 of Schedule 3 of the Investment Agreement (4), the persons whose names and addresses are set out in Part 3 of Schedule 3 of the Investment Agreement (5) and the persons whose names and addresses are set out in Part 4 of Schedule 3 of the Investment Agreement (6) dated 29th August 2014 (Investment Agreement).

In the Investment Agreement:

"Majority Investors" means the holders of more than 75 per cent. in number of the Equity Shares for the time being in issue, or such person as shall be appointed by the Majority Investors from time to time to represent them

"Equity Shares" means together the A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares, the D Ordinary Shares and the E Ordinary Shares

We refer to the Investor Consent dated 11th January 2022, in which the Majority Investors approved the Company performing a company own share purchase of 40,109,749 Equity Shares from Karl Sandall. It is noted that such transaction was not completed and it is now proposed that the Company perform a company own share purchase of 40,870,749 Equity Shares from Karl Sandall.

Pursuant to clause 8 of, and paragraphs 1.1, 1.2, 1.3, 11 and 24 of Schedule 6 to, the Investment Agreement the Majority Investors hereby consent to the Company performing, and entering into all documentation which is relevant to, a company own share purchase of 40,870,749 Equity Shares from Karl Sandall.

Pursuant to clause 8 of, and paragraphs 2.2 and 24 of Schedule 6 to, the Investment Agreement the Majority Investors hereby consent to the passing of an ordinary resolution by the members of the Company to approve the Company performing a company own share purchase of 40,870,749

Equity Shares from Karl Sandall in accordance with the provisions of the Companies Act 2006, in the manner proposed in the attached shareholders resolution.

This consent may be signed in any number of separate counterparts and this has the same effect as if the signatures on those counterparts were on a single copy of the consent.

**Company number 09111616**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**THE TAXASSIST DIRECT GROUP LIMITED (“the Company”)**

Circulation Date: 28 Feb 2022

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 an ordinary resolution (Ordinary Resolution).

**ORDINARY RESOLUTION**

That the terms of an agreement proposed to be made between Karl John Quinton Sandall and the Company for the purchase by the Company of 40,870,749 B ordinary shares of £0.01 each in the capital of the Company from Karl John Quinton Sandall upon the terms set out in the attached copy of the proposed agreement are approved.