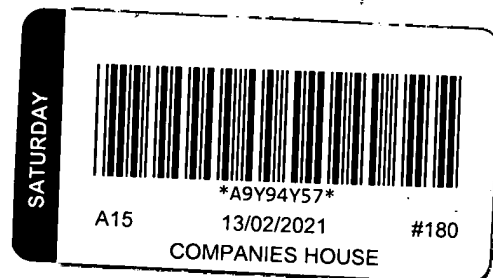


Company number: 09243199

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
OAKWELL CAPITAL LIMITED

(the "Company")



CIRCULATION DATE: 12 February 2020-2021

Pursuant to Chapter 2 of Part 13 Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolution 1 is passed as an ordinary resolution and resolutions 2 and 3 are passed as special resolutions (the "**Resolutions**").

RESOLUTIONS

1 Authority to Allot

- 1.1 **THAT**, in accordance with section 551 of the Act and article 29 of the Company's articles of association (the "**Articles**"), the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £0.002 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of these Resolutions, 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 pursuant of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
- 1.2 This authority revokes and replaces all unexercised authorities previously granted to the directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

2 Disapplication of pre-emption rights

- 2.1 **THAT**, subject to the passing of resolution 1 and pursuant to article 29 of the Articles, the directors be generally empowered to allot equity securities (as defined in section 560 of

the Act) without having to first offer them to existing shareholders of the Company pursuant to article 27 of the Articles, provided that this power shall:

- 2.1.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £0.002; and
- 2.1.2 expire on the fifth anniversary of the date of these Resolutions (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 equity securities to be allotted after such expiry and the directors may allot equity securities in pursuant of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

3 New articles of association

- 3.1 **THAT**, the draft articles of association of the Company attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Articles.

AGREEMENT

Please read the notes attached to this document before signifying your agreement to the Resolutions.

Pursuant to section 288 of the Act, we the undersigned, being all eligible members (as defined in section 289 of the Act) hereby irrevocably pass the Resolutions set out above.

NAME: OAKWELL CAPITAL PARTNERS LTD, acting by its authorised director,
Andrew Stephen Norman Umbers

SIGNATURE: 

DATE: 12.2.2021 ~~2020~~

NAME: HAMDO LIMITED acting by , acting by its authorised director, Douglas
Russell Eden Harmer

SIGNATURE: 

DATE: 12.2.2021 ~~2020~~

NAME: GORDON HAMILTON-FAIRLEY

SIGNATURE: 

DATE: 12.2.2021 ~~2020~~

Notes:

If you agree to 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:

1. **BY HAND:** delivering the signed copy to the Company's registered office at New Court, Abbey Road North, Shepley, Huddersfield, West Yorkshire HD8 8BJ; or
2. **BY POST:** returning the signed copy by post to Company's registered office at New Court, Abbey Road North, Shepley, Huddersfield, West Yorkshire HD8 8BJ.

If you do not agree to the Resolutions you do not need to do anything; you will not be deemed to agree if you do not reply.

1. Please only return your agreement to the Resolutions if you agree to the Resolutions. Once you have returned your agreement to the Resolutions to the Company, you may not revoke your agreement.
2. Where, by the date that falls 28 days after the circulation date shown above insufficient agreement has been received for the Resolutions to pass, such Resolutions will lapse. If you agree to the Resolutions please ensure that your agreement reaches the Company on or before this date.
3. 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 power of attorney or other authority when returning this document.