

Company number: 09988470

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SOLFIT LIMITED (Company)

28<sup>th</sup> October 2018



Under 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.

## DEFINITIONS

**CA 2006:** Companies Act 2006.

**Company:** SOLFIT LIMITED a company incorporated in England and Wales under registered number 09988470.

**Directors:** the board of directors of the Company.

## SPECIAL RESOLUTION

### 1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £115 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30<sup>th</sup> October 2018 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 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

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (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 did not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £115; and

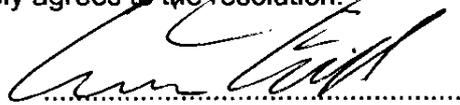
2.2 expire on 30<sup>th</sup> October 2018 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

**AGREEMENT**

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

The undersigned, a person entitled to vote on the above resolution on October 2018, hereby irrevocably agrees to the resolution:

Signed by Ewen Estill:

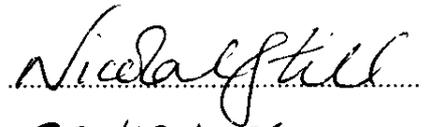


Date:

28/10/18

X

Signed by Nicola Estill



Date

28/10/18

## NOTES

1. If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version using one of the following methods:

**By Hand.** Deliver the signed copy to Ewen Estill, Noon Howe, Melkinthorpe, Penrith, Cumbria, United Kingdom, CA10 2DR

**Post.** Return the signed copy by post to Ewen Estill at Noon Howe, Melkinthorpe, Penrith, Cumbria, United Kingdom, CA10 2DR

If you do not agree to 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 resolution, you may not revoke your agreement.

3. Unless by <sup>30th</sup> October 2018 sufficient agreement is received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.