

COMPANY NUMBER: 10394479

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF  
HOLYWELLS HOLDINGS LIMITED  
**("the Company")**

CIRCULATION DATE: 22 August 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "Act"), the directors of the Company propose that the following resolutions be passed as special resolutions;

SPECIAL RESOLUTIONS

1. THAT the articles of association attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
2. THAT, in accordance with Section 551 of the Act, the directors of the Company ("Directors") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £1 of Redeemable Shares with the rights attaching to them set out in the articles provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in addition to all previous authorities conferred on the Directors.
3. THAT the directors be empowered pursuant to section 571 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by resolution 1 as if section 561 of the Companies Act 2006 did not apply. This authority shall expire, unless previously revoked or renewed by the Company, on the fifth anniversary of this resolution, except that the Company may before such expiry make any 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 such an offer or agreement as if the power conferred by this resolution had not expired.

4. THAT the pre-emption rights contained in the Shareholders Agreement dated 23 February 2021 be waived in respect of the issue of 1 Redeemable Share.


## AGREEMENT


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

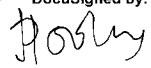
We the undersigned (each being a person who was entitled to vote on the Resolutions on the Circulation Date) hereby irrevocably agree to the Resolutions:


DocuSigned by:  
  
BADC9E16248540F...  
PHILIP POOLEY

Date: 22-Aug-22

DocuSigned by:  
  
34177D0BA87B4DF...  
ELIZABETH POOLEY  
Date: 22-Aug-22

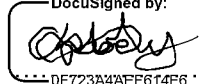
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GAVIN POOLEY  
Date: 22-Aug-22

DocuSigned by:  
  
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JODIE POOLEY  
Date: 22-Aug-22

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ANGUS POOLEY  
Date: 22-Aug-22

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.....EE02F2A1B6A84C5.....  
JANYCE POOLEY  
Date: 31-Aug-22

DocuSigned by:  
  
.....3FCC19CCD066428.....  
MATTHEW POOLEY  
Date: 22-Aug-22

DocuSigned by:  
  
.....0F723A4AEF614F6.....  
CHLOE POOLEY  
Date: 25-Aug-22

## NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company before 5pm within 28 days of the Circulation Date (the “**Lapse Date**”) using one of the following methods:

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [CoSec@haddletons.com](mailto:CoSec@haddletons.com)

- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions are passed when the required majority of eligible members have signified their agreement to it.
- 5 If the Resolutions are not passed by the Lapse Date, they will lapse. If the Company receives your signed document after the Lapse Date, your agreement to the Resolutions will be ineffective.
- 6 This document may be executed in multiple copies. Each member may sign his or her own separate copy, or two or more members may sign the same copy, as convenient.
- 7 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 relevant power of attorney or authority when returning this document.