

Document 1.4

Company Number: 11639694

PRIVATE COMPANY LIMITED BY SHARES

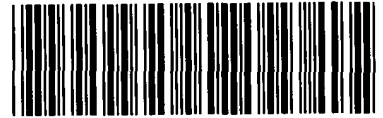
WRITTEN RESOLUTIONS

of

1 CONNECT LIMITED (the "Company")

.....*23 July*.....2020 (the "Circulation Date")

THURSDAY



A09 *A9AU4EQ* 06/08/2020 #252
COMPANIES HOUSE

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- Resolutions 1 and 2 below are passed as ordinary resolutions (together the "Ordinary Resolutions"); and
- Resolutions 3 and 4 below are passed as special resolutions (together the "Special Resolutions").

ORDINARY RESOLUTIONS

1. That the existing one (1) ordinary share of £1.00 in the issued share capital of the Company be reclassified as an A Share of £1.00.
2. That in accordance with section 551 of the Companies Act 2006, the directors of the Company (the "Directors") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £101,000.00, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date on which this ordinary resolution is passed. This authority revokes and replaces all unexercised authorities previously granted to the Directors.

SPECIAL RESOLUTIONS


3. That the articles of association of the Company be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.
4. That subject to the passing of resolution 2 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 2 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolutions.

The undersigned, being the only member of the Company entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolutions and Special Resolutions (together, the "Resolutions"):

Signed by Harry Shields


23 July 2020

Date

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of 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 delivery methods:
 - **By hand:** delivering the signed copy to Patrick Wyly at c/o Pearson, Hollinwood Business Centre, Albert Street, Oldham, Lancashire OL8 3QL.
 - **Post:** returning the signed copy by post to Patrick Wyly at c/o Pearson, Hollinwood Business Centre, Albert Street, Oldham, Lancashire OL8 3QL.
 - **Email:** by attaching a scanned copy of the signed document to an email and sending it to patrick.wyly@square1products.com. Please type "Written resolutions" in the email subject box.
- If you do not agree to all of 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 Resolutions, you may not revoke your agreement.
3. Unless, by20/08/.....2020, sufficient agreement is received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.