

**SHELBORN QUORUM LIMITED (the "Company")**

**A PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF THE MEMBERS**

**Circulation Date:** ..... 11<sup>TH</sup> DECEMBER ..... 2019

**Date Passed:** ..... 13<sup>TH</sup> DECEMBER ..... 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose and recommend that the following resolution is passed as a special resolution of the members of the Company (the "**Resolution**"):

**SPECIAL RESOLUTION**

IT IS RESOLVED THAT, in accordance with Article 29(2) of the Articles of Association of the Company, the provisions of Articles 29 of the Articles of Association of the Company be disapplied in relation to the issue of shares in the Company up to an aggregate nominal amount of £900 comprising 900 ordinary shares of £1 each.

**Agreement: Please read the notes at the end of this document before signifying your agreement to the Resolution.**

The undersigned, being the persons entitled to vote on the Resolution on the Circulation Date set out above, hereby irrevocably agree to the passing of the Resolution.

Signed by **BRIAN RABINOWITZ**

for and on behalf of

**SHELBORN INVESTMENTS LIMITED**

**Member**

*B. Rabinowitz*

**Date of signature:** ..... 13<sup>TH</sup> DECEMBER ..... 2019

Signed by **MARTIN STIMLER**

for and on behalf of

**J. STIMLER LIMITED**

**Member**

*M. Stimler*

**Date of signature:** ..... 12<sup>TH</sup> DECEMBER ..... 2019

