

Company number 12650993

**PRIVATE COMPANY LIMITED BY SHARES**

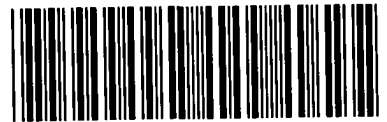
**WRITTEN RESOLUTIONS**

**of**

**FDBC HOLDINGS LIMITED (Company)**

6 July 2020 (Circulation Date)

FRIDAY



\*A99ZJYQG\*

A07

24/07/2020

#236

COMPANIES HOUSE

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006, the following resolution numbered 1 is proposed as an ordinary resolution of the Company and the following resolutions numbered 2 and 3 are proposed as special resolutions of the Company:

**ORDINARY RESOLUTION**

1. **THAT**, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £250.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the passing 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 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.

**SPECIAL RESOLUTIONS**

2. **THAT**, subject to the passing of Resolution 1 and in accordance with section 570 of the Companies Act 2006 (**CA 2006**), the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) as if section 561(1) of the CA 2006 did not apply to any such allotment.
3. **THAT** the articles of association in the form attached to this resolution be adopted as the Company's articles of association in substitution for and to the exclusion of the Company's existing articles of association.

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

The persons named below, being persons eligible to vote on the above resolutions on the circulation date, irrevocably agree to those resolutions.

**AGREEMENT**

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

The undersigned, being all of the members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by **CHRIS HODGSON**

Date:

Signed by **ADAM BURNETT**

Date:

Signed by **JASON PORTER**

Date:

Signed by **ANDY KNIGHT**

Date:

Signed by **EMMA KIRK**

Date:

Signed by **NATALIE MATTHEWS**

Date:

Signed by **CHRIS BOOTH**

Date:



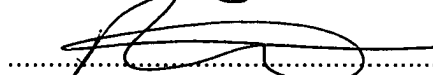
6 July 2020



6 July 2020



6 July 2020



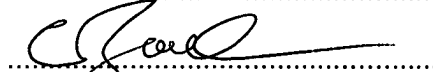
6 July 2020



6 July 2020



6 July 2020



6 July 2020

#### NOTES

1. 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:

**By Hand:** delivering the signed copy to Austin Moore & Partners, 7 The Ropewalk, Nottingham, NG1 5DU.

**Post:** returning the signed copy by post to Austin Moore & Partners, 7 The Ropewalk, Nottingham, NG1 5DU.

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 Resolutions, you may not revoke your agreement.

3. Unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please indicate your agreement and notify us before or during this date.