

Company Number: 12898049

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

AVIARY HOLDINGS LTD

("Company")

30 September 2020

("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below be passed as ordinary resolution and special resolutions (**Resolutions**):

SPECIAL RESOLUTION

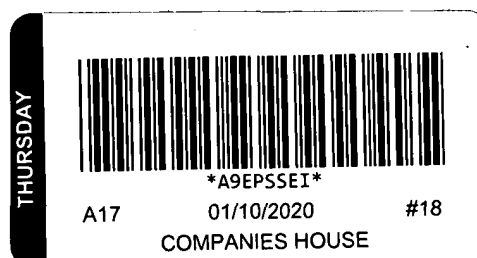
1. **THAT** the articles of association of the Company attached to this resolution (**New Articles**) be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company

ORDINARY RESOLUTION

2. **THAT** in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £90.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 12 months from the Circulation Date.

SPECIAL RESOLUTION

3. **THAT** subject to the passing of resolution 2 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 2, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
 - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £90.00; and
 - b. expire on the date which is 12 months from the Circulation Date (unless renewed, varied or revoked by the Company prior to or on that date).



The undersigned, being the person(s) person entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions:

5B53827D59AB4AA

30 September 2020

-3BDEFAD2C7BE447:

30 September 2020

Company Number: 12898049

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 using one of the following methods:
 - **By hand:** delivering the signed version to 3rd Floor, Horton House, Exchange Flags, Liverpool L2 3YL;
 - **Post:** returning the signed version to 3rd Floor, Horton House, Exchange Flags, Liverpool L2 3YL; or
 - **Email:** by attaching a scanned copy of the signed version to an email and sending it to Alexander.Thow@brabners.com. Please enter "Written Resolution" in the email subject box.

You may not return the Resolutions to the Company by any other method. **If you do not agree to the Resolution(s)**, 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, it 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.