

**COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of**  
**CHALLENGE-TRG GROUP HOLDINGS LIMITED (CRN: 13301985)**  
**(Company)**

Circulation Date: 28 JULY 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company (**Directors**) propose that the following resolutions be passed as ordinary and special resolutions (as the case may be) (**Resolutions**).

**ORDINARY RESOLUTION**

1. THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to issue and allot shares in the Company up to an aggregate nominal amount of £11,999, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2021 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 RESOLUTION**

2. THAT, subject to the passing of resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to issue and allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act 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 £11,999; and
  - b. expire on 31 December 2021 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
3. THAT the draft regulations 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.

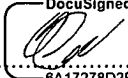


## AGREEMENT

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

I, the undersigned, being the only person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signed by **THOMAS EDWARD CROPPER**

DocuSigned by:  
  
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Date

..... 28 July 2021 .....

## 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 the Company's registered office; or
- **By post:** returning the signed copy by post to the Company's registered office.

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. Where, within 28 days of the Circulation Date insufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please indicate your agreement before this date.