

**COMPANY NUMBER: 13943785**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**Interior Resolutions Holdings Limited (the "Company")**

**Circulation Date** ..... 07.04.22 **2022**

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), Chapter 9 of Part 17 of the Act and the existing articles of association of the Company, the directors of the Company propose that the following resolutions be passed as ordinary and special resolutions (together the "**Resolutions**").

**ORDINARY RESOLUTIONS**

**1. AUTHORITY TO ALLOT**

THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £6.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire three months after the Circulation date.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

**2. S.190**

In accordance with section 190 of the Companies Act 2006, it was resolved that the purchase by the Company of the certain shares in the issued share capital of Interior Resolutions Limited be approved in consideration for the issue by the Company of certain fully paid ordinary shares of £1.00 each as set out in the share exchange agreement. It was noted and approved that the sellers of the shares were directors of the Company.

**SPECIAL RESOLUTION**

**3. DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT, subject to the passing of resolution no. 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560

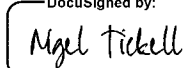
of the CA 2006) pursuant to the authority conferred by resolution no. 1, as if section 561(1) of the CA 2006 did not apply to any such allotment.

## AGREEMENT

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

The undersigned, being the person entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signature:

DocuSigned by:  
  
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Print name:

Nigel Stuart Tickell

## **NOTES**

- 1 If you agree with the Resolutions, please indicate your agreement by delivering the signed and dated Resolutions to the Company.
- 2 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.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 When agreement to the Resolutions has been received from members representing 75% of the total voting rights, they will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to pass, they will lapse.
- 5 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.