

Company number SC360076

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

C Sense 24 Limited (the "Company")

Circulation Date: 22 March 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions 1 and 2 are passed as ordinary resolutions and resolution 3 as a special resolution (the "Resolutions"):-

ORDINARY RESOLUTIONS

1. That, subject to the passing of resolution 3, two new share classes in the capital of the Company be and are hereby created, to be known as:- (i) the A Ordinary Shares; and (ii) the B Ordinary Shares having the rights specified in the new articles of association of the Company.
2. That, subject to the passing of resolutions 1 and 3, that:- (i) the 5,000 Ordinary Shares of £0.01 held by Kenneth McGee is converted into 5,000 A Ordinary Share of £0.01; (ii) the 5,000 Ordinary Shares of £0.01 held by Rosemarie McGee is converted into 5,000 B Ordinary Shares of £0.01.

SPECIAL RESOLUTION

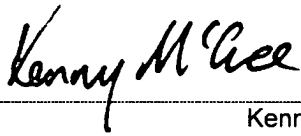
3. That, the regulations contained in the document signed by a director of the Company as relative to this resolution be and hereby are approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.



AGREEMENT

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


The undersigned persons, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions and waive any rights of pre-emption that they may have in terms of the articles of association of the Company or otherwise:



Kenneth McGee

22/03/2021

Date of signing



Rosemarie McGee

22/03/2021

Date of signing



Grant Rutherford

22/03/2021

Date of signing

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 copy to Michelle Moran, Bellwether Green, 225 West George Street, Glasgow, G2 2ND
- **Post:** returning the signed copy by post to Michelle Moran, Bellwether Green, 225 West George Street, Glasgow, G2 2ND
- **Fax:** faxing the signed copy to 0141 229 0640 marked "For the attention of Oliver McInnes"
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to michelle.moran@bellwethergreen.com. Please enter "Written Resolution" in the email subject box.

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. The Resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to them by the end of the period of 28 days beginning with the Circulation Date set out above. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. This document has been prepared for the Company and as a shareholder you should take independent legal advice.
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.