

PRIVATE COMPANY LIMITED BY SHARES

COMPANIES ACT 2006

MEMBER'S WRITTEN RESOLUTION

OF

TURTLE PACK LTD (SC507778) (the "Company")

CIRCULATION DATE: DECEMBER 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolution 1 is passed as an ordinary resolution and resolutions 2 and 3 are passed as special resolutions (the "**Written Resolutions**").

1. AUTHORITY TO ALLOT SHARES

THAT:

- 1.1 The directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Act to allot up to 3,685 ordinary shares of £0.01 each in the capital of the Company (the "**Ordinary Shares**") on such terms and conditions as they may in their discretion think fit subject always to the articles of association of the Company and the following conditions; and
- 1.2 All other authorisations conferred on the directors of the Company prior to the date of passing of this resolution to allot shares or grant rights to subscribe for or to convert any security into shares in the Company are hereby revoked.

2. DIS-APPLICATION OF PRE-EMPTION RIGHTS

THAT, the directors of the Company be empowered to allot the Ordinary Shares as if the pre-emption rights on the issue of further shares in the capital of the Company, whether in terms of the articles of association of the Company, contained in the Act or otherwise, do not apply to such allotments.

3. ADOPTION OF NEW ARTICLES OF ASSOCIATION

THAT, the regulations contained in the printed documents attached hereto, be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

The undersigned, being the persons entitled to vote on the Written Resolutions, hereby irrevocably agree to the Written Resolutions:

Michael Harkins

Michael Harkins (Dec 17, 2020 12:02 GMT)

Michael Harkins

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Date

Ryan Carenduff

Ryan Carenduff (Dec 17, 2020 11:44 GMT)

Ryan Carenduff

.....
Date

David A. Sherman

David A. Sherman (Dec 17, 2020 12:03 GMT)

David Sherman

.....
Date

THURSDAY



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SCT

24/12/2020

#41

COMPANIES HOUSE

Lena C Wilson

Lena C Wilson (Dec 17, 2020 21:32 GMT)

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Lena Wilson

Dec 17, 2020

.....
Date

NOTES

1. You can choose to agree to both of the Written Resolutions or neither of them but you cannot agree to only one of the resolutions. If you agree to the Written Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using the following method:

Email. Attach a scanned copy of the signed document to an email and sending it to khobkirk@thorntonslaw.co.uk. Please enter "Turtle Pack Ltd Written Resolution" in the email subject box.

If you do not agree to the Written 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 Written Resolutions, you may not revoke your agreement.
3. Unless sufficient agreement has been received for the Written Resolutions to pass by the date falling 28 days from the circulation date, it will lapse. If you agree to the Written Resolutions, please indicate your agreement and notify us as soon as possible.
4. 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.