

Company Number: 00681534

THE COMPANIES ACT 2006

PRIVATE COMPANY

LIMITED BY SHARES

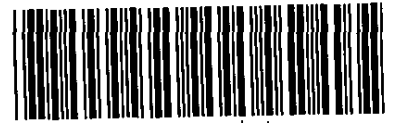
WRITTEN RESOLUTION

OF

CLUGSTON LIMITED

(the "Company")

WEDNESDAY



R8BU9U0J
RM 14/08/2019 #191
COMPANIES HOUSE

On 31 July 2019 the following ordinary resolution (the "**Ordinary Resolution**") and special resolution were duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"):

Ordinary Resolution

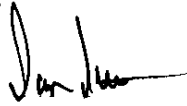
9. **THAT** in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to exercise all and any powers of the Company to allot shares in the Company up to an aggregate nominal amount of £801,062 (exclusive of the shares in issue at the date this resolution is passed) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date this resolution is passed 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 that offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act (which to the extent unused at the date of this resolution, are revoked with immediate effect but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such previous authorities).

Special Resolution

10. **THAT** subject to the passing of the Ordinary Resolution and in accordance with section 570 of the Act, the directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by the Ordinary Resolution, as if section 561 of the Act did not apply to any such allotment, provided that this power shall.
- 10.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £801,062 (exclusive of the equity securities in issue at the date this resolution is passed); and
- 10.2 expire on the date which is five years from the date this resolution is passed (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.

A handwritten signature in black ink, appearing to be 'J. M. Lee', written in a cursive style.

Director

Company Number: 00681534

THE COMPANIES ACT 2006

PRIVATE COMPANY

LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

CLUGSTON LIMITED

(the "Company")

Circulation Date: 31 JULY 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that:

- resolution 1 below (the "**Ordinary Resolution**") is passed as an ordinary resolution; and
- resolution 2 below (the "**Special Resolution**") is passed as a special resolution;

but so that neither the Ordinary Resolution nor the Special Resolution shall be passed unless both are passed.

Ordinary Resolution

1. **THAT** in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to exercise all and any powers of the Company to allot shares in the Company up to an aggregate nominal amount of £801,062 (exclusive of the shares in issue at the date this resolution is passed) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date this resolution is passed 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 that offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act (which to the extent unused at the date of this resolution, are revoked with immediate effect but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such previous authorities).

Special Resolution

2. **THAT** subject to the passing of the Ordinary Resolution and in accordance with section 570 of the Act, the directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by

the Ordinary Resolution, as if section 561 of the Act did not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £801,062 (exclusive of the equity securities in issue at the date this resolution is passed); and
- 2.2 expire on the date which is five years from the date this resolution is passed (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.

Agreement

Please read the notes attached to this document before signifying your agreement to the Ordinary Resolution and the Special Resolution (together the "Resolutions").

We the undersigned (being the only person who was entitled to vote on the Resolutions on the Circulation Date) hereby irrevocably agree to the Resolutions:

Signed: 
Cluston Group Limited

Dated: 31/07/2019