

We hereby certify that this  
is a true copy of the original

*Lacey* 04/09/2020  
Laceys Solicitors  
5 Poole Road, Bournemouth

Company Number: 00816057

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

**IOTA PROPERTIES LIMITED**  
(the Company)

CIRCULATION DATE: 28 August.....2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **2006 Act**), the directors of the Company propose that the resolutions below are passed simultaneously as special resolutions in the order they are set out (the **Resolutions**).

1. **THAT** the directors be hereby authorised and empowered to create six new classes of share, namely A1 ordinary shares, A2 ordinary shares, B1 ordinary shares, B2 ordinary shares, C1 ordinary shares, and C2 ordinary shares, with such rights as set out in article 66 of the new articles of association that it is proposed the Company adopts in accordance with resolution 3 below;
2. **THAT** the directors be hereby authorised and empowered to re-designate the Company's share capital as follows; and

Shareholder	Current Number and class of shares of £0.50 each	Number and class of shares of £0.50 each after re-designation
Jane	2,913 ordinary shares	2,913 C2 ordinary shares
Mark	2,913 ordinary shares	2,913 C1 ordinary shares
Griffiths Family Trust	4,994 ordinary shares	2,497 C2 ordinary shares 2,497 C1 ordinary shares
RHS Griffiths Will Trust (under 2008 Deed of Appointment)	9,792 ordinary shares	4,070 C2 ordinary shares 4,070 C1 ordinary shares 826 B2 ordinary shares 826 B1 ordinary shares
Barbara Griffiths No 1 Discretionary Settlement 2010	2,500 A ordinary shares	2,500 A1 ordinary shares
Barbara Griffiths No 2 Discretionary Settlement 2010	2,500 A ordinary shares	2,500 A2 ordinary shares

3. **THAT** the articles of association in the form attached to this resolution are hereby approved and 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.

SATURDAY



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A09

05/09/2020

#295


COMPANIES HOUSE

## AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions, hereby irrevocably agrees to the Resolutions as indicated above:

Signed



Name

Jane Balmforth

Date

28 August 2020

Signed

.....

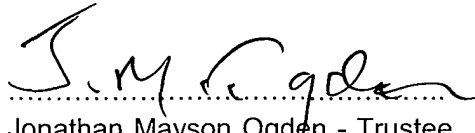
Name

Mark Julian Griffiths

Date

.....

Signed



Name

Jonathan Mayson Ogden - Trustee  
of Griffiths Family Trust

Date

28 August 2020

Signed




Name

Jane Balmforth - Trustee of  
Griffiths Family Trust

Date

28 August 2020

Signed



Name

Peter Balmforth - Trustee of  
Griffiths Family Trust

Date

28 August 2020

Signed

.....

Name

Mark Griffiths - Trustee of Griffiths  
Family Trust

Date

.....

Signed

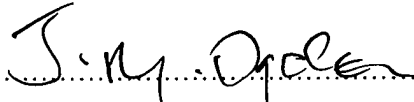
Name

.....  
Lesley Fox - Trustee of Griffiths  
Family Trust

Date

Signed

Name

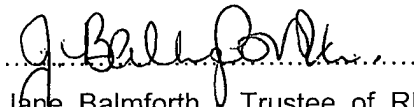
.....  
  
Jonathan Mayson Ogden - Trustee of  
RHS Griffiths Will Trust (under  
2008 Deed of Appointment)

Date

.....  
28 August 2020

Signed

Name

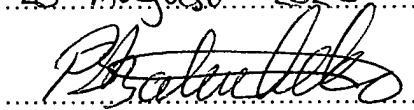
.....  
  
Jane Balmforth - Trustee of RHS  
Griffiths Will Trust (under 2008  
Deed of Appointment)

Date

.....  
28 August 2020

Signed

Name

.....  
  
Peter Balmforth - Trustee of RHS  
Griffiths Will Trust (under 2008  
Deed of Appointment)

Date

.....  
28 August 2020

Signed

Name

.....  
Mark Griffiths - Trustee of RHS  
Griffiths Will Trust (under 2008  
Deed of Appointment)

Date

Signed

Name

.....  
Lesley Fox - Trustee of RHS  
Griffiths Will Trust (under 2008  
Deed of Appointment)

Date

.....

Signed

*J. M. Ogden*

Name

Jonathan Mayson Ogden - Trustee  
of Barbara Griffiths No 1  
Discretionary Settlement 2010

Date

*28 August 2020*

Signed

*K Mansfield*

Name

Katharine Nina Mansfield - Trustee  
of Barbara Griffiths No 1  
Discretionary Settlement 2010

Date

*28 August 2020*

Signed

.....

Name

Brian Hutchinson - Trustee of  
Barbara Griffiths No 1 Discretionary  
Settlement 2010

Date

.....

Signed

*J. M. Ogden*

Name

Jonathan Mayson Ogden - Trustee  
of Barbara Griffiths No 2  
Discretionary Settlement 2010

Date

*28 August 2020*

Signed

*K Mansfield*

Name

Katharine Nina Mansfield - Trustee  
of Barbara Griffiths No 2  
Discretionary Settlement 2010

Date

*28 August 2020*

Signed

Name

Jonathan Mayson Ogden - Trustee  
of Barbara Griffiths No 1  
Discretionary Settlement 2010

Date

Signed

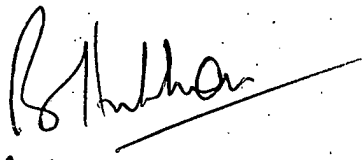
Name

Katharine Nina Mansfield - Trustee  
of Barbara Griffiths No 1  
Discretionary Settlement 2010

Date

Signed

Name

  
BRIAN HUTCHINSON

Brian Hutchinson - Trustee of  
Barbara Griffiths No 1 Discretionary  
Settlement 2010

Date

28<sup>th</sup> August 2020

Signed

Name

Jonathan Mayson Ogden - Trustee  
of Barbara Griffiths No 2  
Discretionary Settlement 2010

Date

Signed

Name

Katharine Nina Mansfield - Trustee  
of Barbara Griffiths No 2  
Discretionary Settlement 2010

Date

Signed

Name

Date



BRIAN HUTCHINSON

28 August 2020

.....  
Brian Hutchinson - Trustee of  
Barbara Griffiths No 2 Discretionary  
Settlement 2010  
.....

#### 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 the directors of IOTA Properties Limited, 5 Poole Road, Bournemouth, Dorset BH2 5QL.  
**Post:** returning the signed copy by post to the directors of IOTA Properties Limited, 5 Poole Road, Bournemouth, Dorset BH2 5QL.  
**Email:** attaching a scanned copy of the signed document to an e-mail and sending it to s.freeman@laceyssolicitors.co.uk.
2. You may not return the Resolutions to the Company by any other method.
3. 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.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Unless within 28 days of the circulation date sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.