

Company Number: 00816057

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

IOTA PROPERTIES LIMITED

(Company)

CIRCULATION DATE: 30th March 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (**Resolution**).

SPECIAL RESOLUTION

THAT in relation to the proposed transfer of shares in the capital of the Company as follows:

Transferor (as trustees)	Transferee (as trustees)	Number and class of shares	Name of associated trust
Jonathan Mayson Ogden, Mark Julian Griffiths and Lesley Fox	Jonathan Mayson Ogden of Laceys Solicitors LLP, Mark Julian Griffiths and HCR Trust Corporation Limited	2,497 C1 ordinary shares of £0.50 each	Griffiths Family Trust
Jonathan Mayson Ogden, Mark Julian Griffiths and Lesley Fox	Jonathan Mayson Ogden of Laceys Solicitors LLP, Mark Julian Griffiths and HCR Trust Corporation Limited	4,070 C1 ordinary shares of £0.50 each	RHS Griffiths Trust (under the 2008 Deed of Appointment)
Jonathan Mayson Ogden, Katharine Nina Mansfield and Brian Peter Hutchinson	Jonathan Mayson Ogden and Katharine Nina Mansfield of Laceys Solicitors LLP and HCR Trust Corporation Limited	826 B1 ordinary shares of £0.50 each	RHS Griffiths Trust (under the 2010 Deed of Appointment)
Jonathan Mayson Ogden, Katharine Nina Mansfield and Brian Peter Hutchinson	Jonathan Mayson Ogden and Katharine Nina Mansfield of Laceys Solicitors LLP and HCR Trust Corporation Limited	2,500 A1 ordinary shares of £0.50 each	Barbara Griffiths No 1 Discretionary Settlement 2010

Articles 33, 35 and 36 of the Company's existing articles of association be dis-applied, in order that the shares may be transferred without regard to the existing pre-emption rights or the specific process to be followed.


AGREEMENT

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

The undersigned, as persons entitled to vote on the Resolution, hereby irrevocably agree to the Resolution as indicated above:

Signed by Member:
Name:

Date:


.....
Jane Balmforth
30th March 2023

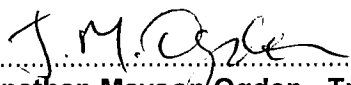
Signed by Member:
Name:

Date:


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Mark Julian Griffiths
30th March 2023

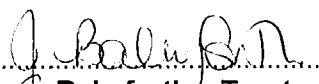
Signed by Member:
Name:

Date:


.....
**Jonathan Mayson Ogden - Trustee of
Griffiths Family Trust**
30th March 2023


Signed by Member:
Name:

Date:


.....
**Jane Balmforth - Trustee of Griffiths
Family Trust**
30th March 2023


Signed by Member:
Name:

Date:

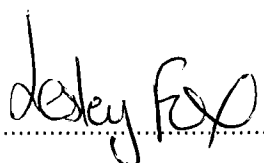

.....
**Peter John Balmforth - Trustee of
Griffiths Family Trust**
30th March 2023

Signed by Member:
Name:

Date:


.....
**Mark Julian Griffiths - Trustee of
Griffiths Family Trust**
30th March 2023

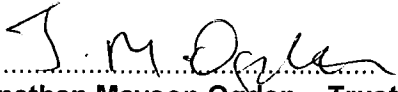
Signed by Member:


.....

Name: Lesley Jane Fox – Trustee of Griffiths Family Trust


Date: 30th March 2023

Signed by Member:
Name:


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

Date: 30th March 2023

Signed by Member:
Name:


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


Date: 30th March 2023

Signed by Member:
Name:


Peter John Balmforth – Trustee of RHS
Griffiths Will Trust (under 2008 Deed of
Appointment)

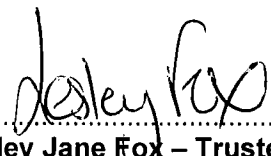
Date: 30th March 2023

Signed by Member:
Name:


Mark Julian Griffiths – Trustee of RHS
Griffiths Will Trust (under 2008 Deed of
Appointment)

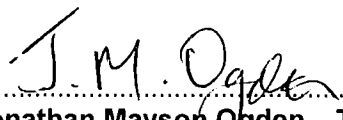
Date: 30th March 2023

Signed by Member:
Name:


Lesley Jane Fox – Trustee of RHS
Griffiths Will Trust (under 2008 Deed of
Appointment)

Date: 30th March 2023

Signed by Member:
Name:

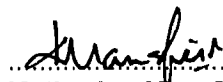

Jonathan Mayson Ogden – Trustee of
RHS Griffiths Will Trust (under 2010

Deed of Appointment)

Date:

30th March 2023

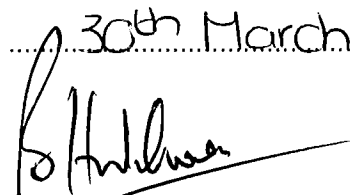
Signed by Member:
Name:


Katharine Nina Mansfield – Trustee of
RHS Griffiths Will Trust (under 2010
Deed of Appointment)

Date:

30th March 2023

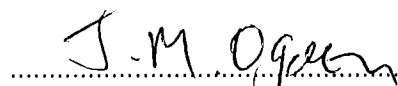
Signed by Member:
Name:


Brian Peter Hutchinson – Trustee of RHS
Griffiths Will Trust (under 2010 Deed of
Appointment)

Date:

30th March 2023


Signed by Member:
Name:


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

Date:

30th March 2023

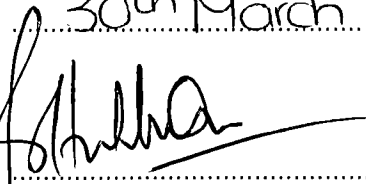
Signed by Member:
Name:


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

Date:

30th March 2023

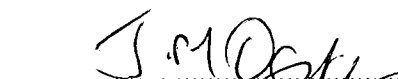
Signed by Member:
Name:


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

Date:

30th March 2023

Signed by Member:
Name:



Jonathan Mayson Ogden - Trustee of
Barbara Griffiths No 2 Discretionary

Settlement 2010

Date:

30th March 2023

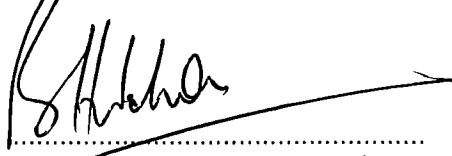
Signed by Member:
Name:


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

Date:

30th March 2023

Signed by Member:
Name:


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

Date:

30th March 2023

NOTES

1. If you agree with the Resolution, 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 at 5 Poole Road, Bournemouth, Dorset BH2 5QL.

Post: returning the signed copy by post to the directors of IOTA Properties Limited at 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. Please type "Written Resolution – IOTA Properties Limited – disapplying articles" in the email subject box.

2. You may not return the Resolution to the Company by any other method.
3. If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
5. Unless within 28 days of the circulation date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

6. 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.