

Company No. 01352705

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
OF
BRAY LEINO LIMITED (Company)

22 March 2024 | 17:05:31 GMT

Circulated: _____ 2024 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company propose that Ordinary Resolutions 1, 2, 3 and 4 be passed as ordinary resolutions and Special Resolution 5 be passed as a special resolution (**Resolutions**):

Pursuant to section 288 CA 2006 we, the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company, signify agreement to and pass the Resolutions.

ORDINARY RESOLUTIONS

1. THAT the terms of, and the transactions contemplated by the Documents and the entry by the Company into the Documents be and are hereby approved (copies of such Documents having been supplied to the members of the Company and the Company's auditors prior to the signing of this Written Resolution), subject to such changes as the Company's directors, in their absolute discretion, think fit.
2. THAT the entry by the Company into the proposed transactions substantially on the terms set out in the Documents is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole.
3. THAT notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute (including by way of DocuSign or other electronic means), deliver and perform the obligations set out in the Documents and give or execute (including by way of DocuSign or other electronic means) any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document)).
4. THAT the Resolutions have effect notwithstanding any term to the contrary in the Company's memorandum and articles of association or any personal interest of any of the Company's directors.

SPECIAL RESOLUTIONS

5. *THAT the Company's articles of association of the Company be amended by the deletion of the existing article 4.3 and the insertion of a new article 4.3 as follows:-*

"4.3. "Notwithstanding anything contained in these Articles,

- a. the Directors shall not decline to register any transfer of shares, including where the Company has a lien over such shares, nor may they suspend registration of it;*
- b. no holder of shares in the Company will be required to comply with any provisions of these articles which restricts the transfer of shares or which requires any shares to be first offered to all or any current shareholders of the Company before any transfer may take place; and*
- c. no holder of shares in the Company will have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or otherwise*

where such transfer:

- i. is to any bank, financial institution or other person in whose favour any such share has been charged or assigned by a member by way of security (or to any nominee of, or to any person acting as agent or security trustee for, any such bank, financial institution or other person (a “**Secured Institution**”); or*
 - ii. delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share; or*
 - iii. executed by a Secured Institution pursuant to a power of sale or other powers conferred by pursuant to such security or by law, and may not suspend the registration of any such transfer and, furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor, or proposed transferor, of any such share to a Secured Institution, and no Secured Institution, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the Articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise.*
6. *THAT the articles of association of the Company be amended by inserting a new Article as the last Article in the Articles:*

“Pre-emption rights

13.1. *That Sections 561 and 562 of the Companies Act 2006 shall not apply to an allotment of equity securities made by the company and that:*

- (i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;*
 - (ii) no Secured Institution or its nominee; and*
 - (iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,*
- shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not.*

Liens

13.2. *The Company shall not have a first and paramount lien on every share (including shares which have not been fully paid), for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share when charged to a Secured Institution, in accordance with Article 4.3.*

13.3. *Regulations 8, 9, 10 and 11 shall not apply in respect of any such share”*

AGREEMENT

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

The undersigned, all persons entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions:

Name of Member	Signature	Date
Name: Giles Derek Lee Director for & on behalf of THE MISSION MARKETING HOLDINGS LIMITED	DocuSigned by:	22 March 2024 17:05:31 GMT

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company at its registered office for the attention of 'the Directors' or by returning the signed copy by email (in PDF format) to: glee@themission.co.uk.

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. Unless, within 28 days of the circulation date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
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.