# THE COMPANIES ACT 2006

# WRITTEN RESOLUTION

**Protocol National Limited** 

(Registered Number: 03007851)

(the "Company")

29 July 2020 (the "Circulation Date")



## Shareholders' resolution to approval an allotment of shares

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions and resolution 3 below is passed as a special resolution (together the "Resolutions"), in each case by way of written resolution of the Company.

#### **Ordinary resolutions**

#### "THAT

- 1. the authorised share capital of the Company be and is hereby increased to £8,600,002 by the creation of an additional 4,600,000 ordinary share of £1 having the rights attached to the ordinary shares of £1 each set out in the articles of association of the Company and ranking pari passu in all respects with the existing ordinary shares of the Company;
- 2. for the purposes of section 551 of the Act, the directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot up to 4,600,000 of the ordinary share created pursuant to the resolution at 1 above, such authority to expire on the date five years from the date of this resolution but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require the relevant security to be allotted after such expiry and the directors may allot the relevant security in pursuance of such offers or agreements as if the power conferred hereby had not expired."

#### Special resolution

#### "THAT

3. in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by this Resolution as if section 561(1) of the Act did not apply to any such allotment."

#### **AGREEMENT**

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

We, the undersigned, being the persons entitled, as at the Circulation Date, to vote on the Resolutions hereby irrevocably agree to the Resolutions.

Mike Kelly

For and on behalf of

LAW 2478 Limited

Date: 29 July 2020

### **NOTES**

- 1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions.
- 2. 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.
- 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, by the date which falls 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please therefore ensure that your agreement reaches the Company before or on 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.