

Company number: 03201382

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

**OPD GROUP LIMITED
(Company)**

Circulation Date: *24 May* 2023

Pursuant to Chapter 2 Part 13 Companies Act 2006, the directors of the Company propose that the following resolution be passed as an ordinary resolution:

ORDINARY RESOLUTION

THAT with immediate effect all of the 26,727,690 ordinary shares of £0.05 each in the capital of the Company (**Existing Ordinary Shares**) which are credited as fully paid, be consolidated into new ordinary shares of £1,000 each in the capital of the Company (each being a **New Consolidated Ordinary Share**), each such share having the same rights and being subject to the same restrictions (save as to nominal value) as each of the Existing Ordinary Shares. Where such consolidation results in any member being entitled to a fraction of a New Consolidated Ordinary Share, such fraction shall be aggregated with the fractions of New Consolidated Ordinary Shares to which other members of the Company are entitled and the directors of the Company are authorised to sell, on behalf of the relevant members, the shares representing such fractions to any person including the Company for a price which equates to no less than £1.20 in cash per Existing Ordinary Share.

Please read the notes at the end of this document before indicating your agreement to the Resolution by completing and signing below.

THURSDAY



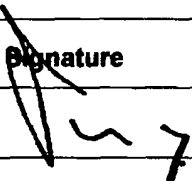
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20/07/2023 #166
COMPANIES HOUSE

I am/we are entitled to vote on the Resolution on the Circulation Date and by signing below I/we irrevocably agree to the Resolution as indicated:

For an individual member:

Name of member	Signature	Date

For a corporate member:

Name of member	Signature	Date
Offero Limited	 Name and position of duly authorised signatory: SIMON MURPHY Name DIRECTOR Position	24/1/23

NOTES:

- (1) Eligible members are the members of the Company who would have been entitled to vote on the Resolution on the Circulation Date.
- (2) You can choose to agree to the Resolution or not. If you agree, please signify your agreement by signing and dating this document where indicated above and returning it either by hand or by post to the Company at Grenville House, 4 Grenville Avenue, Broxbourne, Hertfordshire, EN10 7DH, in either case to arrive on or before the date which falls at the end of the period of 28 days beginning with the date on the Circulation Date.
- (3) The Resolution will lapse on the date which falls at the end of the period of 28 days beginning with the date on the Circulation Date, if not passed by that date. If you agree to the Resolution, please ensure that this document reaches us before or on this date. Any duly signed Resolution received after that date will not be counted.
- (4) 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.
- (5) Once you have signified your agreement to the Resolution by signing and returning this document to the Company you may not revoke your agreement.