

Company number 3224381

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

ELONDALE LIMITED

I, Sam JACOBI, being the sole shareholder holding Ordinary A Shares in the above-named Company, pursuant to section 289 of the Companies Act 2006, HEREBY PASS the following resolution as a special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a Class Meeting of the Company duly convened and held.

SPECIAL RESOLUTION (“CLASS CONSENT”)

1. IT IS RESOLVED

- (1) **THAT**, in accordance with section 630 of the Companies Act, I, being the sole holder of Ordinary A Shares having a nominal value of £1.00 each in the Company hereby irrevocably consent to every variation, modification, or abrogation of the rights, privileges, and restrictions attaching to the Ordinary A Shares of £1.00 each as a class of shares which will or which may be effected by the passing of the proposed resolutions in writing adopting a new set of Articles of Association of the Company (a copy of which resolutions and a copy of which Articles are attached hereto for purposes of identification); **and**
- (2) **THAT** the directors of the Company be and they are hereby authorised to act pursuant to the said resolutions.

Dated: 5th September 2023

Signed: *Sam Jacobi*

Sam JACOBI

Proposed ordinary and special resolutions of
ELONDALE LIMITED

“ORDINARY RESOLUTION

1. ***IT IS RESOLVED THAT*** there shall be attached to the Ordinary A Shares and to the Ordinary B Shares in issue in the Company, those rights and conditions as are set out in the Articles of Association of the Company to be adopted pursuant to resolution 2 below.

SPECIAL RESOLUTIONS

2. ***IT IS RESOLVED THAT*** the regulations set forth in the printed document attached to this resolution, and for the purpose of identification marked with an “A”, be approved, and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof.
3. ***IT IS RESOLVED***
- (1) ***THAT*** the directors be and they are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the allotment threshold at any time or times during the period ending on the day prior to the fifth anniversary of the date of these resolutions; ***and***
- (2) ***THAT*** the directors may, after that date, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within the period ending on that date; ***and***
- (3) ***THAT*** the authority hereby given may at any time (subject to the section 551 of the Companies Act 2006) be renewed, revoked, or varied by ordinary resolution, and is in all ways subject to the provisions of the Articles of Association adopted by resolution 2 above.
4. ***IT IS RESOLVED THAT***, by virtue of section 570 (1) of the Companies Act 2006, sections 561 and 562 thereof shall not apply to any allotment of shares made pursuant to the authority conferred by resolution 3 above.

PROVIDED THAT the passing of the above resolutions (save for this proviso) shall be consented to by a special resolution passed by the holders of the Ordinary A Shares and the holders of the Ordinary B Shares issued in the Company.”

I CERTIFY THAT the above are a true and accurate copy of written resolutions of the Company which are proposed to be circulated to the Eligible Members in the Company.

Dated: 5th September 2023

Signed: *Sam Jacobi*

Director/Secretary

Company number 3224381

**ACCOMPANYING STATEMENT TO A WRITTEN RESOLUTION
DEMONSTRATING CLASS CONSENT OF THE HOLDERS OF THE ORDINARY A
SHARES IN ELONDALE LIMITED**

To: The Member(s)

INTRODUCTION

A written resolution of the Company is passed when shareholders representing not less than the required majority of the Eligible Members (see below) have signified their agreement to it within the period of twenty-eight days beginning with the date of circulation.

The 'Eligible Members', for the purposes of this resolution, are those shareholders holding Ordinary A Shares in the Company.

REQUIRED MAJORITY

- 1 - a **special resolution** is passed when members representing not less than 75% of total voting rights of the Eligible Members have signified their agreement to it (unless a different figure has been specified in the Articles of Association of the Company).

HOW TO SIGNIFY ASSENT

You have signified your agreement to the proposed written resolutions when the Company receives from you (or from someone acting on your behalf) an authenticated document which (a) identifies the resolutions to which it relates, and (b) indicates your agreement to the resolutions. The document may be sent to the Company either in hard copy form or in electronic form.


If the Company has given an electronic address in any document containing or accompanying the proposed written resolutions, then it is deemed to have agreed that any document or information relating to the resolutions may be sent by electronic means to that address (subject to any conditions or limitations specified in the said document).

A proposed written resolution lapses if it is not passed before the end of (a) the period specified for this purpose in the Company's Articles, or (b) (if none is so specified) the period of twenty-eight days beginning with the circulation date.

The agreement of a member to a written resolution is ineffective if signified after the expiry of that period.

A member's agreement to a written resolution, once signified, may not be revoked.

Date of circulation: 5th September 2023

Signed: 

Director/Secretary

Company number 3224381

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

ELONDALE LIMITED

I, Maria JACOBI, being the sole shareholder holding Ordinary B Shares in the above-named Company, pursuant to section 289 of the Companies Act 2006, HEREBY PASS the following resolution as a special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a Class Meeting of the Company duly convened and held.

SPECIAL RESOLUTION (“CLASS CONSENT”)

1. IT IS RESOLVED

- (1) **THAT**, in accordance with section 630 of the Companies Act, I, being the sole holder of Ordinary B Shares having a nominal value of £1.00 each in the Company hereby irrevocably consent to every variation, modification, or abrogation of the rights, privileges, and restrictions attaching to the Ordinary B Shares of £1.00 each as a class of shares which will or which may be effected by the passing of the proposed resolutions in writing adopting a new set of Articles of Association of the Company (a copy of which resolutions and a copy of which Articles are attached hereto for purposes of identification); **and**
- (2) **THAT** the directors of the Company be and they are hereby authorised to act pursuant to the said resolutions.

Dated: 5th September 2023

Signed: *Sam Jacobi*

Maria JACOBI

Proposed ordinary and special resolutions of
ELONDALE LIMITED

“ORDINARY RESOLUTION

1. ***IT IS RESOLVED THAT*** there shall be attached to the Ordinary A Shares and to the Ordinary B Shares in issue in the Company, those rights and conditions as are set out in the Articles of Association of the Company to be adopted pursuant to resolution 2 below.

SPECIAL RESOLUTIONS

2. ***IT IS RESOLVED THAT*** the regulations set forth in the printed document attached to this resolution, and for the purpose of identification marked with an “A”, be approved, and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof.
3. ***IT IS RESOLVED***
- (1) ***THAT*** the directors be and they are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the allotment threshold at any time or times during the period ending on the day prior to the fifth anniversary of the date of these resolutions; ***and***
- (2) ***THAT*** the directors may, after that date, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within the period ending on that date; ***and***
- (3) ***THAT*** the authority hereby given may at any time (subject to the section 551 of the Companies Act 2006) be renewed, revoked, or varied by ordinary resolution, and is in all ways subject to the provisions of the Articles of Association adopted by resolution 2 above.
4. ***IT IS RESOLVED THAT***, by virtue of section 570 (1) of the Companies Act 2006, sections 561 and 562 thereof shall not apply to any allotment of shares made pursuant to the authority conferred by resolution 3 above.

PROVIDED THAT the passing of the above resolutions (save for this proviso) shall be consented to by a special resolution passed by the holders of the Ordinary A Shares and the holders of the Ordinary B Shares issued in the Company.”

I CERTIFY THAT the above are a true and accurate copy of written resolutions of the Company which are proposed to be circulated to the Eligible Members in the Company.

5th September 2023

Dated:

Signed: *Sam Jacobi*

Director/Secretary

Company number 3224381

**ACCOMPANYING STATEMENT TO A WRITTEN RESOLUTION
DEMONSTRATING CLASS CONSENT OF THE HOLDERS OF THE ORDINARY B
SHARES IN ELONDALE LIMITED**

To: The Member(s)

INTRODUCTION

A written resolution of the Company is passed when shareholders representing not less than the required majority of the Eligible Members (see below) have signified their agreement to it within the period of twenty-eight days beginning with the date of circulation.

The 'Eligible Members', for the purposes of this resolution, are those shareholders holding Ordinary B Shares in the Company.

REQUIRED MAJORITY

- 1 - a **special resolution** is passed when members representing not less than 75% of total voting rights of the Eligible Members have signified their agreement to it (unless a different figure has been specified in the Articles of Association of the Company).

HOW TO SIGNIFY ASSENT

You have signified your agreement to the proposed written resolutions when the Company receives from you (or from someone acting on your behalf) an authenticated document which (a) identifies the resolutions to which it relates, and (b) indicates your agreement to the resolutions. The document may be sent to the Company either in hard copy form or in electronic form.


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A member's agreement to a written resolution, once signified, may not be revoked.

Date of circulation: 5th September 2023

Signed: 

Director/Secretary