

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

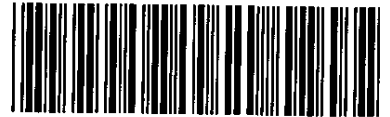
WRITTEN RESOLUTION

of

ROBERT WORTHAM ASSOCIATES LIMITED
(the "Company")

Passed on: 26th March 2019

FRIDAY



A20 *A82RKW4H* 05/04/2019 #397
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was duly passed by way of written resolution as a special resolution.

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by replacing current articles 2(B) and 2(C) with the following new articles 2(B) and 2(C) respectively:

2.

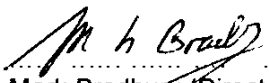
- (B) (i) Except as otherwise provided in these Articles the "A" Ordinary shares and "B" Ordinary shares shall rank *pari passu* in all respects but shall constitute *separate classes of shares*.
- (ii) The holders of "C" Shares shall not be entitled to receive notice of meetings or to attend or vote at General Meetings. In the event of a winding up the assets of the Company (including uncalled shares at the commencement of the winding up) remaining after paying and discharging the debts and liabilities of the Company and the costs of the winding up shall be applied in repayment of the capital paid up or credited as paid up on the "A" and "B" Ordinary shares only and the residue (if any) shall be divided among the holders of the "A" and "B" Ordinary shares in proportion to the nominal amount paid up or credited as paid up on such shares. The holders of the "C" Shares shall receive no payment in the event of winding up other than the nominal amount paid up or credited as paid up on such shares.
- (iii) On a sale of the entire issued share capital of the Company the consideration payable (including any deferred and/or contingent consideration) whether in cash or otherwise (less any fees and expenses payable by the selling shareholders under that sale), shall be distributed as follows:
 - (a) the holders of the "A", "B" and "C" Ordinary shares shall receive an amount equal to the nominal amount paid up or credited as paid up on such shares; and
 - (b) the balance shall be distributed among the holders of the "A" and "B" Ordinary shares *pro rata* to the number of the "A" and "B" Ordinary shares held, as if they constituted shares of the same class
- (iv) The profits of the company available for distribution shall be applied as follows:
 - (a) every general meeting at which a dividend or other distribution is

declared may, by ordinary resolution, direct that such dividend or distribution be paid in respect of one or more classes of shares to the exclusion of the other classes of shares and where a dividend or distribution is declared in respect of more than one class of shares the Company may, by ordinary resolution, differentiate between such classes as to the amount or percentage of dividend payable, provided always that no dividend shall be declared in respect of any class of shares which exceeds the amount recommended by the directors in respect of that class; and

(b) when paying interim dividends the directors may make payments to one or more classes of shares to the exclusion of the other classes of shares. When making such payments the directors may differentiate between the classes to which payments are being made as to the amount or percentage of dividend payable.

(C) No shares of any Class shall be allotted otherwise than to members already holding shares of the same Class without prior written agreement of all members of the company.

Signed:


Mark Bradbury (Director)

26/3/19
Date of signature