

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

**ROBERT WORTHAM ASSOCIATES LIMITED**  
(the "Company")

PASSED ON: 27th February 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions numbered 1 and 2 were passed as Special Resolutions:

1 THAT:

- (a) the directors are generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or convert securities into, shares in the Company up to an aggregate nominal amount of £58 (over and above the existing issued share capital of the Company); and
- (b) the provisions of article 3(C) of the Company's articles of association, and all and any other rights of pre-emption that may apply under the Companies Act 2006 or otherwise, are disapplied in respect of any allotment of shares in the Company or grant of rights to subscribe for, or convert securities into, shares in the Company pursuant to the authority given under paragraph (a) of this resolution.

The authority given by this resolution is in substitution for any existing authority to allot shares or grant rights and shall expire on the fifth anniversary of the date of the passing of this resolution save that the Company may before the expiry make offers or agreements free from the provisions of article 3(C) of the Company's articles of association, and all and any other rights of pre-emption that may apply under the Companies Act 2006 or otherwise, which would or might require relevant securities to be allotted after that expiry.

2 THAT paragraphs (a) to (c) inclusive of article 15 of the Company's articles of association shall not apply in respect of the following proposed transfer of shares in the capital of the Company:

Transferor	Transferee	Number and class of shares to be transferred
Claire Garman	Alastair Garman	250 "B" Ordinary Shares of £1 each
Teresa Morris	Stuart Morris	500 "B" Ordinary Shares of £1 each

*M H Bradd*  
Director

MONDAY



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COMPANIES HOUSE