

**Company Number: 03491956**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY**

**LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**Synetrix (Holdings) Limited**

**(the "Company")**

**CIRCULATION DATE: 5 December 2019**

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose for the following resolutions (the "Resolutions") to be passed as special resolutions as detailed below:

**SPECIAL RESOLUTIONS**

1. THAT the sum of £8,852,000.00 being the total amount standing to the credit of the capital contribution reserve, be capitalised and appropriated as capital to the sole shareholder of the Company and that the Directors be and are hereby authorised to apply such sum in paying up in full 8,852,000 ordinary shares of £1.00 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to the sole shareholder of the Company.

Signature: 

Date: 5 December 2019

**Capita IT Services Limited**

Francesca Todd – Director

(on behalf of Capita Corporate Director Limited)

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## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the “**Lapse Period**”) using one of the following methods:
  - 1.1 **By Hand:** delivering the signed copy to the Company’s registered office (30 Berners Street, London, W1T 3LR).
  - 1.2 **Post:** returning the signed copy by post to the Company’s registered office (30 Berners Street, London, W1T 3LR).
2. If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. The Resolutions are passed when the required majority of eligible members have signified their agreement to it however, none of the Resolutions are passed unless all of them are passed.
5. If the Resolutions are not passed before the end of the Lapse Period they will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolutions will be ineffective.
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.