

Company number: 04039562

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

GEORGICA LIMITED (the Company)

Company registered office: Aragon House, Cranfield Technology Park, Cranfield, Bedford,  
MK43 0EQ

### WRITTEN RESOLUTIONS

CIRCULATION DATE: \_\_\_\_\_ 04/11/ 2020 (the Circulation Date)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions and that resolution 3 below is passed as a special resolution (each a **Resolution** and together the **Resolutions**).

#### Ordinary Resolutions

- 1 THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal value of £27,791,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 5 years from the date of these Resolutions. This authority revokes and replaces all unexercised authorities previously granted to the directors.
- 2 THAT the sum of £27,791,000, being part of the Company's share premium and special reserves, be and is hereby capitalised and appropriated as capital to the sole holder of ordinary shares of £0.05 each in the capital of the Company (**Ordinary Shares**) and that the directors be and are hereby authorised to apply such sum in paying up in full 555,820,000 Ordinary Shares and to allot and issue such new shares, credited as fully paid up, to the sole holder of Ordinary Shares.

#### Special Resolution

- 3 THAT, subject to the passing of Resolutions 1 and 2, the issued share capital of the Company be reduced from £33,147,250 to £1.00 by cancelling and extinguishing 662,944,980 of the issued Ordinary Shares, each of which is fully paid up, and the amount by which the share capital is so reduced be credited as reserves.



### **Agreement to the Resolutions**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the sole member of the Company, who at the Circulation Date is eligible to vote on the Resolutions, hereby irrevocably agrees to the Resolutions in its capacity as the sole holder of Ordinary Shares:

Signed:

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke.

for and on behalf of **Essenden Limited**

Date: 04/11/2020

## NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document and returning it to the Company using one of the following methods:
  - 1.1 **Hand:** delivering the signed copy to the Company Secretary at Aragon House University Way, Cranfield Technology Park, Cranfield, Bedford, MK43 0EQ;
  - 1.2 **Post:** returning the signed copy by post to the Company Secretary at Aragon House University Way, Cranfield Technology Park, Cranfield, Bedford, MK43 0EQ;
  - 1.3 **Email:** returning the signed copy by email to [antony.smith@tenpin.co.uk](mailto:antony.smith@tenpin.co.uk).
- 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 Unless, by the date which is 28 days from the date beginning with the Circulation Date, sufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 5 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.
- 6 For the purposes of section 642(2) of the Companies Act 2006, a copy of the directors' solvency statement made for the purposes of section 642 and pursuant to section 643 of the Companies Act 2006 is enclosed.