

Company number: 04479392

**PRIVATE COMPANY LIMITED BY SHARES**

**PRINT OF WRITTEN RESOLUTIONS**

**OF**

**K2 AGENCY LIMITED**  
(the **Company**)

**PASSED ON** ..... 27 July 2020 .....

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the **CA 2006**), the following resolutions were duly passed on ..... 27 July 2020 ..... by way of written resolution.

**Ordinary resolution**

- (a) *THAT, in accordance with section 551 of the CA 2006, the Sole Member be and hereby is generally and unconditionally authorised to allot ordinary shares in the Company up to an aggregate nominal amount of £0.01, provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require ordinary shares to be allotted and the Sole Member may allot ordinary shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.*

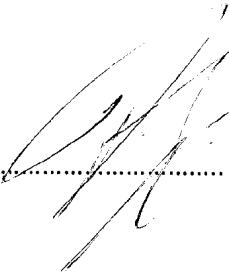
**Special resolutions**

- (b) *THAT, in accordance with section 570 of the CA 2006, the Sole Member be and hereby is generally empowered to allot equity securities in the Company (as defined in section 560 of the CA 2006) pursuant to the authority conferred in paragraph 3(a) above as if the pre-emption rights conferred by section 561(1) of the CA 2006, the Company's articles of association from time to time or otherwise did not apply to any such allotment.*
- (c) *THAT, the re-designation of:*
- (i) *1,111 ordinary B non-voting shares of £0.01 each in the Company into 1,111 B ordinary shares of £0.01 each;*
  - (ii) *4,445 ordinary shares of £0.01 each in the Company into 4,445 B ordinary shares of £0.01 each; and*
  - (iii) *the remaining 5,556 ordinary shares of £0.01 each in the Company into 5,556 A ordinary shares of £0.01 each,*

*be and hereby is approved, and accordingly that, with effect on the date of these resolutions, the share capital of the Company shall consist of 5,556 A ordinary shares*

*and 5,556 B ordinary shares of £0.01 each in the capital of the Company, having the rights and being subject to the restrictions set out in the New Articles.*

- (d) *THAT the existing articles of association of the Company be deleted in their entirety and the New Articles be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.*



A handwritten signature in black ink, consisting of stylized, overlapping loops and strokes, is positioned above a horizontal dotted line.