

COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF FIRMDALE HOLDINGS LIMITED (the "Company") Company Number 04648681

Date:20 December 2021 ("Circulation Date")

Pursuant to the powers contained in the Articles of Association of the Company and in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that the resolutions numbered 1 and 2 below be passed as special resolutions of the Company ("Special Resolutions"), and the resolutions numbered 3 and 4 below be passed as ordinary resolutions of the Company ("Ordinary Resolutions") (together the Special Resolutions and the Ordinary Resolutions are referred to as the "Resolutions").

SPECIAL RESOLUTIONS

1. THAT the articles of association contained in the document attached to these written resolutions as appendix 1 (the "New Articles") be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles.
2. THAT subject to the passing of resolution 1 above, the directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities wholly for cash pursuant to the authority conferred by resolution 3 below as if section 561 of the Companies Act 2006 and any right of pre-emption (howsoever expressed) contained in the New Articles did not apply to any such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Companies Act).


ORDINARY RESOLUTIONS

3. THAT the directors be generally and unconditionally authorised for the purposes 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 to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £329,554, provided that the authority granted under this resolution shall expire five years after the passing of this resolution. This authority is in substitution to all subsisting authorities (to the extent unused).
4. Any acts done or documents executed pursuant to any of the forgoing paragraphs of this resolution shall be valid, effective and binding upon the Company, notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the New Articles (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the forgoing resolutions).

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

The undersigned, being the members of the Company entitled to vote on the Resolutions on
20th December 2021 hereby irrevocably agree to the Resolutions.

SIGNED


.....
Timothy Kemp
20th December 2021

SIGNED.....

For and on behalf of Midana Limited

Date:

SIGNED.....

For and on behalf of Nerine Trust Company Limited as trustee of the Kemp Family
Foundation

Date:

SIGNED.....

Gert Lennart Perlhagen

Date:

The undersigned, being the members of the Company entitled to vote on the Resolutions on
20. December 2021 hereby irrevocably agree to the Resolutions.

SIGNED

Timothy Kemp

Date: 20.12.21

SIGNED 

For and on behalf of Midana Limited

Date: 20.12.21

SIGNED 

For and on behalf of Nerine Trust Company Limited as trustee of the Kemp Family
Foundation

Date: 20.12.21

SIGNED

Gert Lennart Perlhagen

Date:

The undersigned, being the members of the Company entitled to vote on the Resolutions on
20 December 2021 hereby irrevocably agree to the Resolutions.

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Timothy Kemp

Date:

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For and on behalf of Midana Limited

Date:

SIGNED
For and on behalf of Nerine Trust Company Limited as trustee of the Kemp Family
Foundation

Date:

SIGNED
Gert Lennart Perlhagen

Date: 21 December 2021

Notes to members:

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree with all of the above resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company:
 - (a) By delivering it by hand or by posting it to 18 Thurloe Place, London, United Kingdom, SW7 2SP;
 - (b) By faxing it to 020 7589 1549 marked for the attention of Malcolm Soden; or
 - (c) By sending it as an attachment to an email at Malcolmsoden@firmdale.com

You may not return the resolutions to the Company by any other method.

If you do not agree to the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. A member's agreement to a written resolution, once signified, may not be revoked.
3. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. Unless, by the 28th day from the Circulation Date, sufficient agreement has been received for the resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.

APPENDIX 1 – NEW ARTICLES