

Company Number: 04788888

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

A & D COMPUTERS LIMITED (the “Company”)

Circulation date: *2 September 2021*

Pursuant to 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 (the “**Ordinary Resolutions**”); and
- resolutions 3 and 4 below are passed as special resolutions (the “**Special Resolutions**”).

ORDINARY RESOLUTIONS

1. THAT the directors be and they are hereby authorised and directed to enter into and execute on behalf of the Company the Shareholders Agreement between the shareholders of the Company and the Company itself in the form attached to these written resolutions and, for the purpose of identification, initialled by a director of the Company.
2. THAT the directors of the Company may give authorisation for directors of the Company to enter into situations where they have, or could have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company (a “**Conflict**”) and that where the directors give authority in relation to a Conflict:
 - 2.1 they may (at the time of giving the authority or subsequently) (i) require that the relevant director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at directors’ meetings or otherwise) related to the Conflict; and (ii) impose upon the relevant director such other terms for the purpose of dealing with the Conflict as they think fit;
 - 2.2 the relevant director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict;
 - 2.3 the directors may also provide that where the relevant director obtains (otherwise than through his position as a director of the Company) information that is confidential to a third party relating to the Conflict, the director will not be obliged to disclose that information to the Company, or to use or apply the information in relation to the Company’s affairs, where to do so would amount to a breach of that confidence; and
 - 2.4 the directors may revoke or vary such authority at any time but this will not affect anything done by the relevant director prior to such revocation in accordance with the terms of such authority.

SPECIAL RESOLUTIONS

3. THAT the removal of the Company's statement of objects contained in the existing articles of association of the Company is hereby approved.
4. THAT the regulations set out in the document attached to these written resolutions and, for the purpose of identification, initialled by a director of the Company be adopted as the articles of association of the Company in substitution for all existing articles of association of the Company.

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions, hereby irrevocably agrees to the Ordinary Resolutions and Special Resolutions:

SIGNED by



Signature

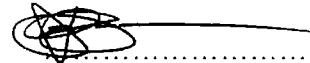
Name:

Deborah Sanderson

Date:

02/09/2021

SIGNED by



Signature

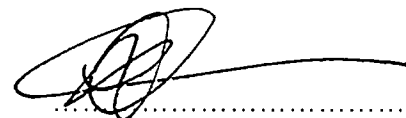
Name:

Dean Sanderson

Date:

02/09/2021

SIGNED by



Signature

Name:

Danial Sanderson

Date:

02/09/2021

NOTES

1. You can choose to agree to all of the Ordinary Resolutions and Special Resolutions or none of them, but you cannot agree to only one or some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above. If you do not agree to all of the resolutions, you do not need to do anything - you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless, within 28 days of circulation, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us on or before this date.