

Company Number 04858491

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

WGSN LIMITED (the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

THAT, the share capital of the Company of a value equal to £17,162,068 be reduced, by cancelling 16,324,136 New Ordinary Shares of £0.50 each and 9,000,000 Deferred Shares of £1 each and in consideration, the Company will transfer its shares in Flywheel Digital Limited to its sole member, Ascential Financing Limited.

By order of the board:


.....

Director

30 June 2023
.....

Date

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 30 June 2023 (the “**Circulation Date**”)
3. The procedure for signifying agreement by an eligible member to a written resolution is as follows:
 - (A) a member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document:
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution;
 - (B) the document must be sent to the company in hard copy form or in electronic form;
 - (C) a member’s agreement to a written resolution, once signified, may not be revoked; and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being the sole eligible member of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with Section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution.



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For and on behalf of **ASCENTIAL
FINANCING LIMITED**

30 June 2023

.....

Date