

Company Number 05127146

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE ELIGIBLE SHAREHOLDERS of

INTAC TRADING LIMITED (the "Company")

Circulation date: 03 March 2020 ("Circulation Date")

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13/03/2020

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution be passed as a special resolution (the "Resolution").

**SPECIAL RESOLUTION**

That

- (a) the articles of association of the Company (the **Articles**) be amended as set out below and the resultant amendment to the share rights to the affected shares currently in issue be approved:

Article 19 of the Articles shall be amended as follows:

19.2 replace " and Ordinary D Shares of £1 each" with ", Ordinary D Shares of £1 each and Ordinary E Shares of £1 each";

19.4 replace with article 19.4 with:

"19.4 The shares shall have the following voting rights:

- (a) **Ordinary A shares** – one vote per Ordinary A Share
- (b) **Ordinary B shares** – one vote per Ordinary B Share
- (c) **Ordinary C shares** – one vote per Ordinary C Share
- (d) **Ordinary D shares** – no right to vote or attend or receive notice of any general meeting
- (e) **Ordinary E shares** – one vote per Ordinary E share"

19.5 Add the following sub-paragraph:

- "(e) **Ordinary E Shares** – the company shall, without resolution of the board of directors of the company or the company in general meeting, pay all the holder(s) of the Ordinary E shares a dividend equal to such sum as shall be agreed by the directors of the company per share to the person registered as its holder on the relevant date. Each such dividend shall be distributed to the holders of the Ordinary E shares pro rata according to the number of shares held by them respectively and shall accrue daily (assuming a 365-day year). All such dividends are expressed net and shall be paid in cash notwithstanding any other provision of the articles of the company and in particular notwithstanding that there has not been a recommendation of the directors or resolution of the company in general meeting."

19.6 amend paragraph (d) to read "**Ordinary D shares** – amount credited as paid up on each Ordinary D share"; and

add a new paragraph (e) "Ordinary E shares – amount credited as paid up on each Ordinary E share and any surplus remaining available for distribution to shareholders"

- (b) the Ordinary A Shares held by Morsavest Limited be re-designated as Ordinary E Shares having the rights set out in the Company's articles of association as amended by this Resolution.

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## AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolution on the Circulation Date, hereby agree to the Resolution.

Signed by:

For and on behalf of Myrna Investments Limited

Director

ROBERT McEWAN  
Print name

[Signature]  
Signature

For and on behalf of Morsavest Limited

Director

CRAG McEWAN  
Print name

[Signature]  
Signature

Dated: .....03..... March 2020

## NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company's registered office. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 2 When agreement to the Resolution has been received from members representing more than 75% of the total voting rights it will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse.

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**PRIVATE COMPANY LIMITED BY SHARES**

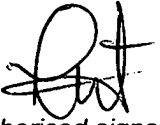


**INTAC TRADING LIMITED (the "Company")**

Written approval of changes to share class rights

We refer to the attached Special Resolution which will (*inter alia*) amend the rights of shares of the Company which we are the registered owners.

In each case we being all the holders of the relevant class of shares of the Company hereby confirm our agreement to the amendment to the rights relating to the shares of which we are the holders:

Signed on 3 March 2020 as follows

Class	Holder	Signature
B Ordinary Share	Myrna Investments Limited	 Authorised signatory
C Ordinary Shares	Morsavest Limited	 Authorised signatory
D Ordinary Shares	Bruce McEwan	

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PRIVATE COMPANY LIMITED BY SHARES


INTAC TRADING LIMITED (the "Company")

Written approval to re-designation of shares

We refer to the attached Special Resolution which will (*inter alia*) re-designate the Ordinary A Shares of the Company of which we are the registered owner as Ordinary E Shares.

We hereby consent to that re-designation.

Signed on 3 March 2020 as follow

Morsavest Limited	 Authorised signatory
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