

Company No: 05442706

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION(S) IN WRITING

of

DEFAQTO GROUP LIMITED

("Company")

Passed the **17** day of December 2020

By written resolutions agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolutions the following resolutions of the Company were duly passed:

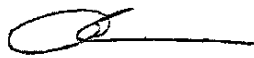
As ordinary resolutions

1. **THAT**, the £13,615,790 standing to the credit of the Company's capital contribution reserve be and is hereby capitalised by way of an issue of 13,615,790 ordinary shares of £1.00 each to the Company's sole member, such shares to be credited as fully paid.
2. **THAT**, the Directors be and are hereby generally and unconditionally authorised in accordance with 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 provided that:
 - (a) the maximum amount of such shares that may be allotted under this authority (within the meaning of such section) is £13,615,790; and
 - (b) this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 31 December 2020 save that the Company may, before such expiry, make an offer or agreement which will or may require such shares to be allotted after such expiry.

As special resolutions

3. **THAT**, conditional upon the passing of resolutions 1 and 2 above, the share capital of the Company be reduced from £15,014,702 divided into 1,217,151 A ordinary shares of £1 each, 1,000 B ordinary shares of £1 each and 13,796,551 ordinary shares of £1 each to £1 divided into 1 ordinary share of £1 by cancelling and extinguishing all 1,217,151 of the fully paid up A ordinary shares of £1 each, all 1,000 of the fully paid up B ordinary shares of £1 each and 13,796,550 of the ordinary shares of £1 each registered in the name of Regulus Bidco Limited and repaying the aggregate amount of £15,014,701 to Regulus Bidco Limited.
4. **THAT**, the share premium reserve of the Company of £173,173 be cancelled and extinguished to £0 and the amount of the share premium reserve so cancelled be repaid to Regulus Bidco Limited.

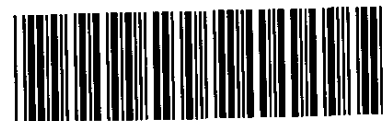
Signed


Director

Dated

17/12/2020

SATURDAY



A27 *A9K87J6Y* 19/12/2020 #134
COMPANIES HOUSE