

Company Number: 05533002

Private Company Limited by Shares

Written Resolution

of

Purcell Holdings Limited ("Company")

Circulation Date: 27th) 2022

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006 (CA 2006), the following resolutions are passed as an ordinary resolution and a special resolution of the Company (as indicated) (Resolutions):

Ordinary resolution

1. Authority to allot

THAT, in accordance with section 551 of the CA 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £250,00.00 (two hundred and fifty thousand pounds) consisting of up to 250,000 (two hundred and fifty thousand) P2 preference shares. Provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years after the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

Special resolution

2. Disapplication of pre-emption rights

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- a) be limited to the allotment of equity securities up to an aggregate nominal amount of £250,00.00; and
- b) expire five years after the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry

make an offer or agreement which would or might require equity securities to be allotted after such expiry.

Agreement

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


The undersigned, being all the persons eligible to vote on the above Resolutions on the circulation date hereby irrevocably agree to those Resolutions.


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Simon Purcell

27/04/22
.....


Date


.....

Joanne Purcell

27/04/22
.....

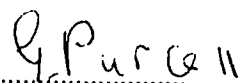
Date


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Terence Purcell

27/04/22
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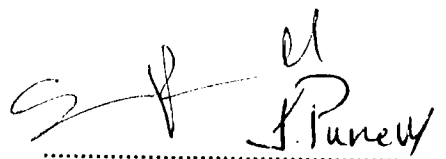
Date


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Glenda Purcell

27/04/22
.....

Date


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Simon Purcell and Joanne Purcell as executors of Andrea Purcell

27/04/22
.....

Date

Notes

- 1 You can choose to agree to the Resolutions but you cannot agree to only part of the Resolutions. If you agree to the Resolutions, please indicate your agreement by signing and dating this

document where indicated above and returning it to the Company using one of the following methods:

- **By DocuSign** : returning the document by the method indicated.
- **By hand**: delivering the signed copy to Sarah Walton at Weightmans LLP, Hardman Square, No 1 Spinningfields, Manchester, M3 3EB.
- **Post**: returning the signed copy by post to Sarah Walton at Weightmans LLP, Hardman Square, No 1 Spinningfields, Manchester, M3 3EB.
- **E-mail**: by attaching a scanned copy of the signed Resolutions to an e-mail and sending it to sarah.walton@weightmans.com.

If there are no Resolutions you agree with, 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. Where, by 28 days after the Circulation Date, insufficient agreement has been received for a Resolution to pass, such Resolution will lapse. If you agree to all or any of the Resolutions, please ensure that your agreement reaches us before or on this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.