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Company Name: E-PLENISH LIMITED  
(the "Company")

Company Number: 05922577

WRITTEN RESOLUTIONS  
proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date: 28 June 2023

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions contained on PAGE 2 of this document be passed as special resolutions (the "Resolutions").

Please read the important notes contained on PAGE 3 of this document before signifying your agreement to the Resolutions.

Dated: 28 June 2023



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By Order of the Board

Registered Office: Centurion House  
Barnes Wallis Road  
Segensworth  
Hampshire  
England  
PO15 5TT

## SPECIAL RESOLUTIONS

- 1 THAT in accordance with section 21(1) Companies Act 2006, the provisions of clause 3 of the Company's memorandum of association (which are deemed under section 28 Companies Act 2006 to be provisions of the Company's articles) are removed in their entirety so that once notice of that removal has been registered in accordance with section 31(2)(b) Companies Act 2006, those provisions shall no longer apply to the Company and the Company's objects are to be unrestricted.
- 2 THAT in accordance with paragraph 42(2) of schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the provisions of clause 5 of the Company's memorandum of association (which are deemed under section 28 Companies Act 2006 to be provisions of the Company's articles) are revoked and that clause is deleted in its entirety so that those provisions shall no longer apply to the Company.
- 3 THAT in accordance with paragraph 43(1) of schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the provisions of section 550 Companies Act 2006 shall apply to the Company.
- 4 THAT for the purpose of paragraph 47 of Part 3 of Schedule 4 to The Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, authorisation of any situation in which a director of the Company has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company may be given in accordance with section 175(5)(a) Companies Act 2006.
- 5 THAT the regulations contained in the printed document attached to these resolutions be, and they are hereby, adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company (including the provisions of the Company's memorandum of association which are deemed under section 28 Companies Act 2006 to be provisions of the Company's articles).
- 6 THAT the situations in which MARK NUTTER and/or FRANCIS O'LEARY and/or JAMES RIGBY (each a "**Director**") has or can have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company which are described in the schedule attached below are authorised and approved notwithstanding that any such conflict of interest may infringe or breach that Director's duty under section 175 of the Companies Act 2006 to avoid such situations and for the avoidance of doubt, each Director is authorised to be and remain as an officer, member, director, creditor, shareholder and/or employee of any company referred to in the schedule and any existing breaches of duty arising from the situations described in the schedule are hereby ratified and approved.

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### Schedule

Becoming, holding, or being in, the position of officer, member, director, creditor, shareholder and/or employee of:

- (a) the Company; and/or
- (b) Vohkus Limited.; and/or
- (c) Specialist Computer Centres PLC; and/or
- (d) any company which is from time to time:
  - (i) the Company's subsidiary company; or
  - (ii) the Company's holding company; or
  - (iii) any subsidiary of the Company's holding company,

and for the purposes of this paragraph subsidiary and holding company have the meanings ascribed to them respectively by section 1159 Companies Act 2006.

## IMPORTANT NOTES

- 1 If you agree with the Resolutions contained on PAGE 2 of this document, please indicate your agreement by signing and dating this document where indicated below on PAGE 4 and returning it to the Company using one of the following methods:
  - (a) By hand: delivering the signed copy FAO Lewis Broome to Gowling WLG (UK) LLP, Two Snowhill, Birmingham B4 6WR.
  - (b) By post: returning the signed copy by post FAO Lewis Broome to Gowling WLG (UK) LLP, Two Snowhill, Birmingham B4 6WR.
  - (c) By e-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [Lewis.Broome@uk.gowlingwlg.com](mailto:Lewis.Broome@uk.gowlingwlg.com). Please enter "Written Resolutions 2023" in the e-mail subject box.
  - (d) By Adobe Sign or DocuSign: via the link received to signify your agreement in this way or by returning this document through the electronic platform of Adobe Sign or DocuSign (as applicable). This would usually be automatic following you completing the electronic signing process.
- 2 If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, within 28 days of the Circulation Date, 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 before or during this date.

## AGREEMENT

Please read the important notes on PAGE 3 of this document before signifying your agreement to the Resolutions set out on PAGE 2.

The undersigned, being the eligible member(s) of the Company entitled to vote on the Resolutions contained on PAGE 2 of this document on 28 June 2023, hereby irrevocably agree to the Resolutions.

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Name

Signature

Date

A director for and on behalf  
of VOHKUS LIMITED



28 June 2023

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