

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

LMDB LIMITED (the "Company")

Company registration number 05962699

Dated 20 September 2023 (the "**Circulation Date**")



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**CA 2006**"), the directors of the Company propose that the first and second resolution be passed as ordinary resolutions; and the third, fourth and fifth resolutions be passed as special resolutions (**Resolutions**).

ORDINARY RESOLUTIONS

1. THAT, subject to the approval of Resolution 4 and the adoption of the New Articles, the terms of an agreement between the Company and Richard Mark Sinclair Booth ("**Seller 1**") and Petrina Booth ("**Seller 2**") (together the "**Sellers**") for the purchase by the Company from:
 - a. Seller 1 of 500 A Ordinary shares at £1.00 each and 124 E Ordinary shares at £1.00 each in the capital of the Company, split across 20 tranches; and
 - b. Seller 2 of 10 F Ordinary shares at £1.00 each in the capital of the Company, in the first tranche,for a total consideration of £307,000, as set out in the contract attached in schedule 1 (**Share Buy-Back Contract**) be approved and the Company be authorised to enter into the Share Buy-Back Contract.
2. THAT the 124 E Ordinary shares held by Richard Mark Sinclair Booth, be and are hereby redesignated as 124 A Ordinary shares having the rights and being subject to the obligations set out in the New Articles to be adopted pursuant to resolution 5.

SPECIAL RESOLUTIONS

3. THAT the shareholder rights attached to A Ordinary and F Ordinary shares in the capital of the Company be varied upon seeking the relevant shareholder consent pursuant to section 630 of the Companies Act 2006.
4. THAT the articles of association of the Company attached in schedule 2 hereto (the "**New Articles**") be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

AGREEMENT

The undersigned, being persons entitled on the date set out above to vote on the written resolution, hereby irrevocably agree to the Resolutions.

Name of the Shareholder	Signature of the Shareholder	Date
Stuart Andrew Murray	<i>Stuart Murray</i>	22 September 2023
Richard Mark Sinclair Booth	<i>Richard Booth</i>	21 September 2023
David Peter Laws	<i>DL</i>	28 September 2023 14:40:13 BST
Steven Diomedou	<i>Steven Diomedou</i>	22 September 2023
Petrina Booth	<i>Petrina Booth</i>	21 September 2023
Catherine Diomedou	<i>Catherine Diomedou</i>	27 September 2023 16:12:42 BST
Sarah Murray	<i>Sarah Murray</i>	26 September 2023 13:36:23 BST
Samuel David Jaquet	<i>Samuel Jaquet</i>	28 September 2023 09:24:07 BST
Heidi Jaquet	<i>HJ</i>	25 September 2023 16:21:06 BST
Matilda Laws	<i>Matilda Laws</i>	28 September 2023 14:43:10 BST
Katherine Laws	<i>Katherine Laws</i>	28 September 2023 14:45:38 BST