

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

VERTEX GROUP LIMITED
(the "Company")

Circulation Date: 10 September 2020

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

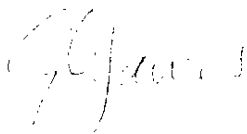
SPECIAL RESOLUTION

1. **THAT** the paid up capital standing to the credit of the Company's capital redemption reserve account be reduced from £525,567.30 to £0 (nil).

AGREEMENT

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

The undersigned was, at the time the Resolution was circulated, the sole shareholder entitled to vote on, and hereby irrevocably agrees to, the Resolution:-



.....
Gavin James, Director

Dated 10 September 2020

For and on behalf of **VTX SUBCO LIMITED**



NOTES

1. You can choose to agree to all of the Resolution or none of them but you cannot agree to only some of the Resolution. If you agree to all of the Resolution, 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 hand:** delivering the signed copy to Stephen Bailey at the Company's registered office; or
 - **Post:** returning the signed copy by post to Stephen Bailey at the Company's registered office.

If you do not agree to all of the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. You must indicate your agreement to the Resolution within the period of 15 days from the date of the solvency statement accompanying the Resolution (irrespective of the lapse date referred to in note 4).
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
5. 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.
6. 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.