

MICROLISE HOLDINGS LIMITED (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE SOLE MEMBER

Circulation Date: 12 JULY 2021

Date Passed: 12 JULY 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution numbered 2 is passed as a special resolution of the sole member of the Company (the "**Resolution**"):

SPECIAL RESOLUTION

1. IT IS NOTED THAT the Resolution is being proposed in connection with a proposed reduction of the Company's share capital and is supported by a Solvency Statement made for the purposes of Section 642 of the Companies Act 2006 (the "**Solvency Statement**"). A copy of the signed Solvency Statement accompanies this Resolution.

1.1 IT IS RESOLVED THAT, subject to the approval of the Registrar of Companies, the capital of the Company be reduced by £11,704,653 from £11,704,655 to £2 and that such reduction be effected as follows:

(a) by the cancellation of 8,321,857 ordinary shares of £1 each and 44,999 'B' ordinary shares of £1 each as follows:

Shareholder	Pre-reduction shareholding	Number of shares cancelled	Post-reduction shareholding
Microlise Group Holdings Limited	8,321,858 ordinary shares of £1 each	8,321,857 ordinary shares of £1 each	1 ordinary share of £1
	45,000 'B' ordinary shares of £1 each	44,999 'B' ordinary shares of £1 each	1 'B' ordinary share of £1

(b) by cancelling the amount of £217,652 standing to the credit of the Company's share premium account;

(c) by cancelling the amount of £3,120,145 standing to the credit of the Company's capital redemption reserve,

and that the £11,704,653 reserve arising be treated as realised profit

2. IT IS NOTED THAT the Resolution, if passed, will be filed with the Registrar of Companies together with a copy of the Solvency Statement, a Directors Statement (under Section 644(5) of the Companies Act 2006) and a statement

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of capital (Companies House Form SH19) in respect of the reduction noted above, within 15 days of the date on which the Resolution is passed.

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

The undersigned, being the sole member entitled to vote on the Resolution on the Circulation Date set out above, hereby irrevocably agrees to the passing of the Resolution.

Signed by **NADEEM RAZA**

for and on behalf of

MICROLISE GROUP HOLDINGS LIMITED

Member

.....*Nadeem Raza*.....

Date of signature:*12 JULY*..... 2021

Notes:

1. If you agree to the Resolution, please indicate your agreement by signing, dating and returning this document to the Company at Microlise, Farrington Way, Eastwood, Nottingham NG16 3AG.
2. If you do not agree to the Resolution you do not need to do anything; you will not be deemed to have agreed to the Resolution by failing to reply.
3. Once you have indicated your agreement to the Resolution you may not revoke that agreement.
4. Unless within 15 days of the Circulation Date noted at the beginning of this document sufficient agreement has been received for the Resolution to pass, the Resolution will lapse. If you do agree to the Resolution, please ensure that this document, duly signed and dated as explained in Note 1 above, is received by the Company at Microlise, Farrington Way, Eastwood, Nottingham NG16 3AG **within 15 days of the Circulation Date.**
5. If you are signing this document on behalf of a person under a power of attorney or other similar authority, you must send a certified copy of that power of attorney or other authority when returning this document.