

Company Number: 06604104

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
INDENTAL PRACTICE LIMITED
(the "Company")

Circulation Date – 22 January 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, in the case of resolutions 1 to 3, having effect as ordinary resolutions and in the case of resolutions 4 to 5, having effect as special resolutions (the "**Resolutions**").

ORDINARY RESOLUTIONS

1. **THAT** the execution, delivery and performance by the Company of the documents listed in the Appendix to which it is a party (the "**Documents**") (as the same may be amended in any way) is for the benefit of and in the interests of the Company and is hereby approved.
2. **THAT** the directors of the Company are hereby authorised to take any action or enter into any other documents in connection with the Documents as they shall consider appropriate, and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors.
3. **THAT** the directors of the Company are hereby authorised to do all things necessary or desirable in connection with the Documents and any related documents, notwithstanding any provisions of the Company's articles of association.

SPECIAL RESOLUTIONS

4. **THAT** with immediate effect the articles of association of the Company be amended by deleting all provisions of the Company's memorandum of association which, by virtue of section 28 of the Act, are provisions of the Company's articles of association.
5. **THAT** the articles of association attached to this resolution be adopted as the articles of association of the Company to the exclusion of all existing articles.



AGREEMENT

Please read the notes at the end of this document before agreeing to the Resolutions.

The undersigned was at the time the Resolutions were circulated entitled to vote on, and irrevocably agrees to, the Resolutions.

DocuSigned by:
Ewald Gustav Fichardt
For and on behalf of:
RIVERDALE TRADECO LIMITED

22/01/2021

Date

NOTES

1. If you agree with 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 Hand:** delivering the signed copy to Laura Swift at Pinsent Masons LLP, 1 Park Row, Leeds, LS1 5AB;
 - **Post:** returning the signed copy by post to Laura Swift at Pinsent Masons LLP, 1 Park Row, Leeds, LS1 5AB;
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to laura.swift@pinsentmasons.com. Please enter "Written resolutions dated " in the e-mail subject box.
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 circulation of the Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, 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.

Appendix

Document	Parties
Accession Deed to Facilities Agreement	(1) The Company (2) Metro Bank plc (the "Lender")
Accession Deed to Debenture	(1) The Company (2) the Lender
Insurance Notices under Debenture	(1) The Company (2) the Lender
Director's certificate	The Company