

BROOKGATE LIMITED
Company number 07057863
(the "Company")

MONDAY



**WRITTEN RESOLUTIONS OF THE MEMBERS OF THE COMPANY PURSUANT TO SECTION
288 OF THE COMPANIES ACT 2006**

PASSED ON 1 December **2020**

The following written resolutions, having been duly proposed by the directors of the Company, were duly passed by the Company as special resolutions.

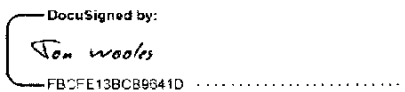
SPECIAL RESOLUTIONS

1. **THAT**, with effect from the date of these written resolutions, the draft articles of association attached to these resolutions at Appendix 1 be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.
2. **THAT**, subject to the passing of resolution 1 and the J Preference Capital Reduction (as that term is defined below) occurring simultaneously, pursuant to section 641(1)(a) and section 610(4) of the Companies Act 2006 (the "**2006 Act**"), the Company undertakes a capital reduction of its share capital and share premium accounts of aggregate £14,999,950. This proposed capital reduction will involve the Company:
 - (a) reducing its share premium account by £14,999,800 (the "**Premium Value**") from £17,646,823.53 to £2,647,023.53;
 - (b) reducing its share capital by £150 (the "**Nominal Value**") from £1,176.47 (comprising 550 fully paid up ordinary shares of £1 each, 450 fully paid up A ordinary shares of £1 each and 17,647,000 J preference shares of £0.00001 each) to £1,026.47 (comprising 550 fully paid up ordinary shares of £1 each, 450 fully paid up A ordinary shares of £1 each and 2,647,050 J preference shares of £0.00001 each); and
 - (c) cancelling and extinguishing 14,999,950 J preference shares currently held by the Investors (as that term is defined in the Company's articles of association) in return for the Investors receiving, in proportion to the total number of J preference shares held by each of them, an amount equal to the Nominal Value and Premium Value paid up on the issue of such cancelled shares,(the "**A Ordinary Capital Reduction**").
3. **THAT**, subject to the passing of resolution 1 and the A Ordinary Capital Reduction occurring simultaneously, pursuant to section 641(1)(a) and section 610(4) of the 2006 Act, the Company undertakes a further capital reduction of its share capital account of £450. This proposed capital reduction will involve the Company:
 - (a) reducing its share capital by £450 (the "**Second Nominal Value**") from £1,026.47 (comprising 550 fully paid up ordinary shares of £1 each, 450 fully paid up A ordinary shares of £1 each and 2,647,050 J preference shares of £0.00001 each) to £576.47 (comprising

550 fully paid up ordinary shares of £1 each and 2,647,050 J preference shares of £0.00001 each); and

- (b) cancelling and extinguishing 450 A ordinary shares currently held by the Investors (as that term is defined in the Company's articles of association) in return for the Investors receiving, in proportion to the total number of A ordinary shares held by each of them, an amount equal to the Second Nominal Value paid up on the issue of such cancelled shares.

(the "**J Preference Capital Reduction**").

Signed  DocuSigned by:
Jon Wooley
FBCFE13BCB9641D

Director

for and on behalf of **BROOKGATE LIMITED**