

**BROOKGATE LIMITED**  
**Company number 07057863**  
**(the "Company")**

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

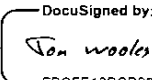
**PASSED ON** 24 February 2021

*The following written resolution, having been duly proposed by the directors of the Company, was duly passed by the Company as a special resolution.*

**SPECIAL RESOLUTIONS**

**THAT**, pursuant to section 641(1)(a) and section 610(4) of the Companies Act 2006, the Company undertakes a capital reduction of its share capital and share premium accounts of aggregate £2,647,050. This proposed capital reduction will involve the Company:

- (A) reducing its share premium account by £2,647,023.53 (the "**Premium Value**") from £2,647,023.53 to nil;
- (B) reducing its share capital by £26.47 (the "**Nominal Value**") from £576.47 (comprising 550 fully paid up ordinary shares of £1 each and 2,647,050 J preference shares of £0.00001 each) to £550 (comprising 550 fully paid up ordinary shares of £1 each); and
- (C) cancelling and extinguishing 2,647,050 J Preference Shares currently held by the J Preference Shareholders (as that term is defined in the Company's articles of association) in return for the J Preference Shareholders 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.

Signed .....  DocuSigned by:  
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Director

for and on behalf of **BROOKGATE LIMITED**

FRIDAY



A13 \*A9Z64PIQ\* #143  
26/02/2021  
COMPANIES HOUSE