

Company number: 07926991

The Companies Act 2006

Company limited by shares

**Written Resolutions**

of

**CAPS GROUP ASSOCIATES LIMITED ("Company")**

Passed on 5 FEBRUARY 2020

Resolution, in writing, of the eligible members of the Company proposed by the Directors of the Company in accordance with Section 288 of the Companies Act 2006.

We the undersigned, being the required majority of eligible members of the Company, resolved as follows:

**Ordinary resolutions**

- 1 **That**, in accordance with section 551 of the Companies 2006 Act, (the "Act") the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £2.10 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the anniversary of the date on which this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act.

- 2 **That**, subject to the provisions of the Companies Act 2006, the terms of the Subscription Agreement, copies of which have been supplied to each member of the Company, be approved and the Company be authorised to enter into the Subscription Agreement.

**Special resolutions**

- 1 **That**, in accordance with section 569 of the Act, the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the Act) as if section 561 of the Act did not apply to any such allotment provided that the authority granted by this resolution shall cease to have effect where:

THURSDAY



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13/02/2020

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COMPANIES HOUSE

1.1 this power is revoked;

1.2 the Company ceases to be a private company limited by shares; or

1.3 there is more than one class of shares in the Company.

2. **That**, subject to the provisions of the Act, the share capital of the Company be increased from £150.30 to £152.40 by the creation of 21 new Ordinary shares of £0.10 pence each with each ranking equally in all respects and each in pari passu with the existing ordinary shares in the capital of the Company.

## AGREEMENT

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

The undersigned, each a person entitled to vote on the Resolutions on 5 FEBRUARY 2020 ("Circulation Date"), hereby irrevocably agrees to the Resolutions:

Signed by **Mr Paul Wilson**



Date

5 FEBRUARY 2020

Signed by **Mr Austin Campbell**

Date

Signed by **Mr Anthony Machin**

Date

Signed by **Mr Rupert Webb**

Date

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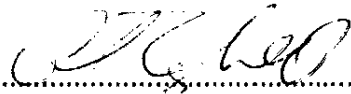
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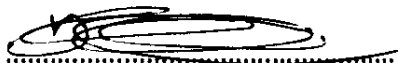
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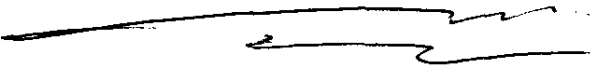
Date

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Signed by **Mr Rupert Webb**

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Date

  
5 / 2 / 2020

## **NOTES**

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Suite 1a, Balley Court, Green Street, Macclesfield, Cheshire SK10 1JQ.

You may not return the Resolutions to the Company by any other method.

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.

You may agree to some of the Resolutions or none of them, but you may not agree to some only of the Resolutions.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, by the date which is 28 days after the Circulation Date 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.