

Company No: 8039617

**PRIVATE COMPANY LIMITED BY SHARES****WRITTEN RESOLUTION**

of

**ACTIVATE SOLUTIONS GROUP LIMITED (the "Company")**Dated 31 March 2021 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as ordinary or special resolutions of the member (together the "**Resolutions**") as indicated below.

**ORDINARY RESOLUTION**Sub-division

1. That, in accordance with section 618 of the Companies Act 2006, the 2328 H ordinary shares of £0.60 each in the capital of the Company be sub-divided into 139,680 H ordinary shares of £0.01 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing H ordinary shares in the capital of the Company as set out in the Company's articles of association for the time being.

**SPECIAL RESOLUTION**Amendment of Articles

2. That the articles of association attached to this resolution be and are hereby approved and adopted as the new articles of association of the Company be in substitution for, and to the exclusion of, the current Articles of Association of the Company (the "**New Articles**").

Redesignation

3. That subject to the passing of Resolutions 1 and 2 above, the following number of issued ordinary shares shall be redesignated as A ordinary shares, such shares having the rights and being subject to the restrictions set out in the New Articles:

<b>Number and class of shares prior to redesignation</b>	<b>Number of A ordinary shares of £0.01 each following redesignation</b>
455,000 A ordinary shares of £0.01 each	455,000
455,000 B ordinary shares of £0.01 each	455,000
38,490 D ordinary shares of £0.01 each	38,490
127,144 E ordinary shares of £0.01 each	127,144
49,789 F ordinary shares of £0.01 each	49,789
2,764 G ordinary shares of £0.01 each	2,764
139,680 H ordinary shares of £0.01 each	139,680
1,455 I ordinary shares of £0.01 each	1,455
500 J ordinary shares of £0.01 each	500

**AGREEMENT**


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

The undersigned, being the persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:


**SIGNED** by  
**TRIDENT TRUST COMPANY**  
**LIMITED**

Acting in its capacity as trustee of the  
Activate Solutions Group Limited  
Employee Ownership Trust by  
BRONWYN A KIRWAN, a director (as  
authorised signatory)  
and

JAMES A RAMSDEN, a director (as  
authorised signatory)

DocuSigned by:  
  
.....DABBA5DC31FC44A.....

**Signature**

DocuSigned by:  
  
.....74858BBA47974F0.....

**Signature**

## NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed copy to the Company using one of the following methods:

**By Hand:** Deliver the signed copy to the directors at 2-4 Packhorse Road, Gerrards Cross, Buckinghamshire, England, SL9 7QE.

**By Post:** Return the signed copy by post to the directors at 2-4 Packhorse Road, Gerrards Cross, Buckinghamshire, England, SL9 7QE.

**By Email:** Attach a scanned copy of the signed copy to an email and send it to Paul Spicer [paul.spicer@activategroup.co.uk](mailto:paul.spicer@activategroup.co.uk). Please enter "Written resolution dated [circulation date]" in the email 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, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.