

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

P W WELL TEST LIMITED

(the "Company")

13 November

2020 ("Date of Circulation")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "CA 06"), the directors of the Company propose that the following resolutions are passed as an ordinary and special resolutions respectively ("**Resolutions**").

ORDINARY RESOLUTION

1. THAT, in accordance with section 618 of the Companies Act 2006, the 60 A Ordinary Shares of £1.00 each held by P W Well (Holdings) Limited in the issued share capital of the Company shall and for all purposes be hereby sub-divided into 600 A Ordinary Shares of £0.10 each and the 40 B Ordinary Shares of £1.00 each in the issued share capital of the Company held by B Capital Holdings Limited shall and for all purposes be hereby sub-divided into 400 B Ordinary Shares of £0.10 each, each carrying the same rights and being subject to the same restrictions as specified in the articles of association of the Company.

SPECIAL RESOLUTIONS

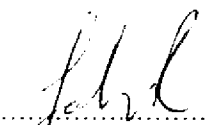
2. THAT subject to the passing of Resolution 1 and in accordance with section 551 CA 06, the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £17.60 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date no longer than 5 years from the date 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 Companies Act 1985 or section 551 CA 06.

3. THAT, subject to the passing of Resolution 1 and Resolution 2 and in accordance with section 570 CA 06, the directors be generally empowered to allot equity securities (as defined in section 560 CA 06) pursuant to the authority conferred by Resolution 2, as if section 561(1) CA 06 did not apply to any such allotment, provided that this power shall:
  - 3.1. Be limited to the allotment of equity securities up to an aggregate nominal amount of £17.60 and
  - 3.2. Expire on the date no longer than 5 years from the date this Resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry.

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

The undersigned, being the persons who are entitled to vote on the above Resolutions on the date of circulation of them, irrevocably vote in favour of them:

  
.....  
For and on behalf of  
**P W Well (Holdings) Limited**

13/11/20  
.....  
DATE

.....  
For and on behalf of  
**B Capital Holdings Limited**

.....  
DATE

**Notes:**

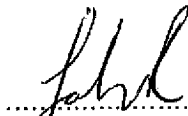
1. Resolution 1 is proposed as an Ordinary Resolution. This means that members holding more than 50 percent of the total voting rights of members entitled to vote on the Resolution must vote in favour of it to be passed.
2. Resolutions 2 and 3 are proposed as Special Resolutions. This means that members holding 75 percent or more of the total voting rights of members entitled to vote on the resolutions must vote in favour of them to be passed.
3. Unless the Resolutions are passed within a period of 28 days beginning with the Date of Circulation, they will lapse.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 Companies Act 1985 or section 551 CA 06.

3. THAT, subject to the passing of Resolution 1 and Resolution 2 and in accordance with section 570 CA 06, the directors be generally empowered to allot equity securities (as defined in section 560 CA 06) pursuant to the authority conferred by Resolution 2, as if section 561(1) CA 06 did not apply to any such allotment, provided that this power shall:
- 3.1. Be limited to the allotment of equity securities up to an aggregate nominal amount of £17.60 and
- 3.2. Expire on the date no longer than 5 years from the date this Resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry.

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

The undersigned, being the persons who are entitled to vote on the above Resolutions on the date of circulation of them, irrevocably vote in favour of them:

  
For and on behalf of  
**P W Well (Holdings) Limited**

DATE

  
For and on behalf of  
**B Capital Holdings Limited**

13/11/2020  
DATE

**Notes:**

1. Resolution 1 is proposed as an Ordinary Resolution. This means that members holding more than 50 percent of the total voting rights of members entitled to vote on the Resolution must vote in favour of it to be passed.
2. Resolutions 2 and 3 are proposed as Special Resolutions. This means that members holding 75 percent or more of the total voting rights of members entitled to vote on the resolutions must vote in favour of them to be passed.
3. Unless the Resolutions are passed within a period of 28 days beginning with the Date of Circulation, they will lapse.

4. If you agree to the Resolutions, please indicate your agreement to them by signing and dating this document and returning it to Maddy Scott at [maddy.scott@freeths.co.uk](mailto:maddy.scott@freeths.co.uk) and send the originals to Freeths LLP (FAO: Maddy Scott) Cumberland Court, 80 Mount Street, Nottingham, NG1 6HH.