

Company number 09576108

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

EMBERSON GROUP LIMITED

(Company)

Circulation Date: 31 March 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution outlined below (**Resolution**) be passed as a special resolution.

SPECIAL RESOLUTION

THAT the terms of various agreements to be made between the Company and the following persons:

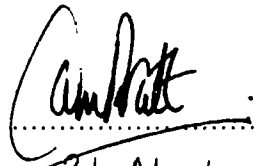
1. Andrew Graham, for the purchase by the Company from Andrew Graham of 25,800 A ordinary shares of £0.01 each and 17,200 A2 ordinary shares of £0.01, in two separate tranches, for an aggregate consideration of £548,110 as set out in the contract attached (**AG Purchase Contract**), be approved and the Company be authorised to enter into the AG Purchase Contract;
2. Alison Graham, for the purchase by the Company from Alison Graham of 3,000 B ordinary shares of £0.01 each for a consideration of £0.36 per share as set out in the contract attached (**ALG Purchase Contract**) be approved and the Company be authorised to enter into the ALG Purchase Contract; and
3. Jenna Randall-Smith, for the purchase by the Company from Jenna Randall-Smith of 3,000 B ordinary shares of £0.01 each for a consideration of £0.36 per share as set out in the contract attached (**JRS Purchase Contract**) be approved and the Company be authorised to enter into the JRS Purchase Contract.

AGREEMENT

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

The undersigned, being the sole person entitled to vote on the above Resolution on the above Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by **Clare Pratt**


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Date 31 March 2023

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By post:** returning the signed copy by post to the Company's registered office; or
- **By email:** by attaching a scanned copy of the signed document to an email and sending it to yasmine.qasim@rwkgoodman.com.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

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

3. If sufficient agreement has not been received for the Resolution to be passed within 28 days of the circulation date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company before the expiry of this period.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney.