

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
MAGNUS SEARCH LTD
(Company)

Company number: 10866854

Circulation Date: 29 August 2023
Passed: 29 August 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the Act), the sole director of the Company proposes that the following resolution is passed by the members of the Company as a special resolution (Resolution).

SPECIAL RESOLUTION

THAT to the extent permitted under section 239 of the Act, the matters detailed in this special resolution below, be ratified and approved.

THAT, all acts by the sole director of the Company for the time being related to the allotment and issue of shares in the capital of the Company on 14 July 2017 detailed below (the Historic Allotments) (including but not limited to any failure to prepare and file documents relating to the allotments with the Registrar of Companies within the time period specified under applicable company law), whether under the Company's articles of association, for the purposes of section 551 of the Act or otherwise, are hereby ratified and confirmed:

Name	Shares Allotted
Matthew Kershaw	<p>100 A Ordinary shares of £1.00 each conferring the following rights and restrictions:</p> <p>(a) the holder shall have no voting rights, nor the right to receive notice of, attend, speak or vote at general meetings of the Company.</p> <p>(b) the holder shall be entitled to dividend payments and other distributions (subject to (c) to (f) below).</p> <p>(c) Payment of dividends shall be at the discretion of the directors of the Company who shall be entitled to declare different dividends on different classes of shares and may declare a dividend on one class of share only and the payment of a dividend to holders of shares of any class shall not entitle the holder of shares of another class to any dividend.</p> <p>(d) Upon a winding-up, return of assets on liquidation, capital reduction or otherwise, the holder shall not be entitled to participate in any distributions of assets.</p> <p>(e) On the sale of any shares in the capital of the Company which would, if completed, result in the buyer of those shares acquiring a controlling</p>

	<p>interest in the Company, the holder's entitlement to receive any distributions of the sale proceeds shall be capped at the nominal value of the A Ordinary shares held by them.</p> <p>(f) On a disposal by the Company of its business and/or any assets, the holders shall not be entitled to receive any distributions of sale proceeds or any surplus assets.</p> <p>(g) The A Ordinary shares shall be non-redeemable.</p>
Yazmin Asbury	<p>100 B Ordinary shares of £1.00 each conferring the following rights and restrictions:</p> <p>(a) the holder shall have no voting rights, nor the right to receive notice of, attend, speak or vote at general meetings of the Company.</p> <p>(b) the holder shall be entitled to dividend payments and other distributions (subject to (c) to (f) below).</p> <p>(c) Payment of dividends shall be at the discretion of the directors of the Company who shall be entitled to declare different dividends on different classes of shares and may declare a dividend on one class of share only and the payment of a dividend to holders of shares of any class shall not entitle the holder of shares of another class to any dividend.</p> <p>(d) Upon a winding-up, return of assets on liquidation, capital reduction or otherwise, the holder shall not be entitled to participate in any distributions of assets.</p> <p>(e) On the sale of any shares in the capital of the Company which would, if completed, result in the buyer of those shares acquiring a controlling interest in the Company, the holder's entitlement to receive any distributions of the sale proceeds shall be capped at the nominal value of the B Ordinary shares held by them.</p> <p>(f) On a disposal by the Company of its business and/or any assets, the holders shall not be entitled to receive any distributions of sale proceeds or any surplus assets.</p> <p>(g) The B Ordinary shares shall be non-redeemable.</p>
Anne Kershaw	<p>100 C Ordinary shares of £1.00 each conferring the following rights and restrictions:</p> <p>(a) the holder shall have no voting rights, nor the right to receive notice of, attend, speak or vote at general meetings of the Company.</p> <p>(b) the holder shall be entitled to dividend payments and other distributions (subject to (c) to (f) below).</p> <p>(c) Payment of dividends shall be at the discretion of the directors of the Company who shall be entitled to declare different dividends on different classes of shares and may declare a dividend on one class of share only and the payment of a dividend to holders of shares of any class shall not entitle the holder of shares of another class to any dividend.</p>

	<p>(d) Upon a winding-up, return of assets on liquidation, capital reduction or otherwise, the holder shall not be entitled to participate in any distributions of assets.</p> <p>(e) On the sale of any shares in the capital of the Company which would, if completed, result in the buyer of those shares acquiring a controlling interest in the Company, the holder's entitlement to receive any distributions of the sale proceeds shall be capped at the nominal value of the C Ordinary shares held by them.</p> <p>(f) On a disposal by the Company of its business and/or any assets, the holders shall not be entitled to receive any distributions of sale proceeds or any surplus assets.</p> <p>(g) The C Ordinary shares shall be non-redeemable.</p>
Bradley Wood	<p>100 D Ordinary shares of £1.00 each conferring the following rights and restrictions:</p> <p>(a) the holder shall have no voting rights, nor the right to receive notice of, attend, speak or vote at general meetings of the Company.</p> <p>(b) the holder shall be entitled to dividend payments and other distributions (subject to (c) to (f) below).</p> <p>(c) Payment of dividends shall be at the discretion of the directors of the Company who shall be entitled to declare different dividends on different classes of shares and may declare a dividend on one class of share only and the payment of a dividend to holders of shares of any class shall not entitle the holder of shares of another class to any dividend.</p> <p>(d) Upon a winding-up, return of assets on liquidation, capital reduction or otherwise, the holder shall not be entitled to participate in any distributions of assets.</p> <p>(e) On the sale of any shares in the capital of the Company which would, if completed, result in the buyer of those shares acquiring a controlling interest in the Company, the holder's entitlement to receive any distributions of the sale proceeds shall be capped at the nominal value of the D Ordinary shares held by them.</p> <p>(f) On a disposal by the Company of its business and/or any assets, the holders shall not be entitled to receive any distributions of sale proceeds or any surplus assets.</p> <p>(g) The D Ordinary shares shall be non-redeemable.</p>

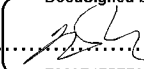
THAT, at the time of the Historic Allotments it was intended by the sole shareholder of the Company that new articles of association would be adopted (the New Articles). The failures to meet the requirements of: (i) s21 of the Act to obtain shareholder approval to adopt the New Articles by way of special resolution, (ii) s29 of the Act to deliver the special resolution adopting the New Articles to Companies House for registration, and (iii) s26 of the Act to deliver a copy of the New Articles to Companies House for registration are hereby ratified and approved. The particulars of the shares allotted pursuant to the Historic Allotments, intended to be included in the New Articles, are as set out in the table above.

AGREEMENT

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

The undersigned, being the members of the Company on the date of the Resolution, hereby irrevocably agree to the Resolution.

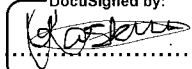
Signed by MATTHEW KERSHAW

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Date:

29 August 2023

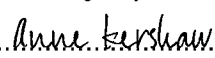
Signed by YAZMIN ASBURY

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Date:

29 August 2023

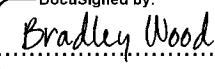
Signed by ANNE KERSHAW

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Date:

29 August 2023

Signed by BRADLEY WOOD

DocuSigned by:

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Date:

29 August 2023

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the company by hand or by attaching a scanned copy of the signed document to an e-mail and sending it to Lawrence.Moran@cripps.co.uk.
2. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, within 28 days of the Circulation Date set out at the top of this document, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
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 or authority when returning this document.