

**A PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**PUNCH PARTNERSHIPS (SEAGULL) LIMITED**

**Company Number: 11301804**

**(the "Company")**

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH  
SECTION 291 OF THE COMPANIES ACT 2006**


**SPECIAL RESOLUTIONS**

- (A) That new articles of association be adopted in place of the existing articles of association of the Company in the form attached hereto.

**ORDINARY RESOLUTIONS**

- (B) That, subject to the passing of resolution (A) above, the Company capitalise the sum of £657,110 standing to the credit of the Company's revaluation reserve and apply that sum in paying up in full new ordinary shares of £1.00 each (the "**Bonus Shares**") with aggregate nominal value equal to £657,110.
- (C) That, subject to the passing of resolution (B), pursuant to article 48 of the Articles of Association and section 550 of the Companies Act 2006, the Company allot and issue such Bonus Shares credited as fully paid up, to VAL Seagull Bidco Limited as the existing holder of 7 ordinary shares of £1.00 each in the capital of the Company, being the entire issued share capital of the Company.

By order of the board:

DocuSigned by:  
  
.....E38104E2849E48D.....

Director/Secretary

.....22 June 2021.....

Date

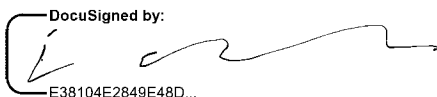
**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006**

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 22 June 2021 (the "Circulation Date").
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
  - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document –
    - (i) identifying the resolution to which it relates, and
    - (ii) indicating his/her/its agreement to the resolution;
  - (B) the document must be sent to the Company in hard copy form or in electronic form;
  - (C) a member's agreement to a written resolution, once signified, may not be revoked; and
  - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).

## AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS

We, being the eligible member of the Company:

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolutions be passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that resolution (A) shall take effect as a special resolution and that resolutions (B) and (C) shall take effect as ordinary resolutions.

DocuSigned by:  
  
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\_\_\_\_\_  
VAL Seagull Bidco Limited

\_\_\_\_\_  
22 June 2021  
Date

## **APPENDIX**