

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CALCUTT MATTHEWS WBZ LIMITED (the "Company")

1 June

2019

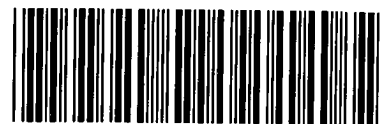
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, and that resolutions 1 and 2 below are passed as special resolutions and resolutions 3 and 4 below are passed as ordinary resolutions (resolutions 1-4 inclusive below together, the "Resolutions"):

SPECIAL RESOLUTIONS

1. THAT the articles of association attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association; and
2. THAT subject to the passing of Resolution 1 and 4 and in accordance with section 570 Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 Companies Act 2006) pursuant to the authority conferred by Resolution 4, as if section 561 Companies Act 2006 did not apply to any such allotment, provided that this power will expire five years from the date of this Resolution (unless renewed, varied or revoked by the Company prior to that date) but that the Company may, before such expiry, make an offer or agreement which would or might require equity securities (as so defined) to be allotted after such expiry and the directors may allot equity securities under any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

ORDINARY RESOLUTIONS

3. THAT subject the passing of Resolution 2, the directors of the Company are generally authorised for the purposes of section 551 Companies Act 2006 and the Company's articles of association to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £269.00 (two hundred and sixty nine pounds). This authority will expire (unless renewed, varied or revoked by the Company) five years from the date of this resolution, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or Rights to be granted after it has expired and the directors may allot shares or grant Rights under such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in addition to all previous authorities conferred on the directors in accordance with section 551 Companies Act 2006 and/or the provisions of the Company's articles of association; and



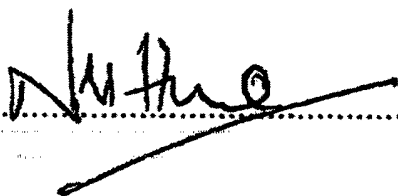
4. THAT subject to the passing of Resolution 3, the acquisition by the Company of the entire issued share capital of Calcutt Matthews Limited in connection with a Share Exchange Agreement, which involves certain persons connected with the Company, be approved.
5. THAT, following completion of the Share Sale Agreement, the sale by the Company of the entire issued share capital of Calcutt Matthews Limited, which involves certain persons connected with the Company, be approved.

### AGREEMENT

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

The undersigned person entitled to vote on the above Resolutions on the circulation date hereby irrevocably agrees to the Resolutions as indicated below:-

Signed: .....



Name: Nicholas Hume

Date: 1 June 2019 .....

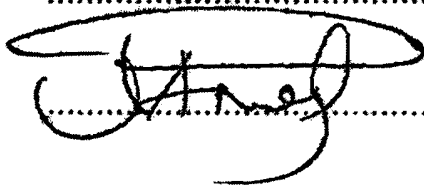
Signed: .....



Name: Clair Hume

Date: 1 June 2019 .....

Signed: .....



Name: Michael Thomas James

Date: 1 June 2019 .....

Signed:

*Hannah Barton*

Name:

Hannah Barton

Date:

1 June 2019