

ALTO 5 LIMITED
(the "Company")
(Company Number: 11676528)
WRITTEN RESOLUTION



Circulation Date

25 November 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolutions below are passed as one ordinary resolution and one special resolution ("**Resolutions**").

ORDINARY RESOLUTION

1. **THAT** the following shares be reclassified:

- 1.1 20 Ordinary Shares of £1.00 each in the share capital of the Company held by JB into 20 A Ordinary Shares of £1.00 each;
- 1.2 20 Ordinary Shares of £1.00 each in the share capital of the Company held by LG into 20 B Ordinary Shares of £1.00 each;
- 1.3 20 Ordinary Shares of £1.00 each in the share capital of the Company held by CM into 20 C Ordinary Shares of £1.00 each;
- 1.4 20 Ordinary Shares of £1.00 each in the share capital of the Company held by MM into 20 D Ordinary Shares of £1.00 each;
- 1.5 20 Ordinary Shares of £1.00 each in the share capital of the Company held by JT into 20 E Ordinary Shares of £1.00 each.

SPECIAL RESOLUTION

1. **THAT** the Company's Articles of Association be amended by the insertion of a new article 54 as follows:

"54 Share Rights

(a) Income:

The profits available and resolved to be distributed by the board of directors in any financial year or period shall be distributed to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, D Ordinary Shares and E Ordinary Shares at such rates as decided by the board of directors from time to time and for the avoidance of doubt there shall be no obligation on the board of directors to pay dividends at the same rates between the A Ordinary

Shares, B Ordinary Shares, C Ordinary Shares, D Ordinary Shares and E Ordinary Shares. The board of directors are entitled to make a distribution on one class of shares without making a distribution on any of the other class of shares.

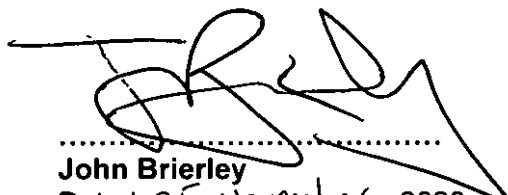
(b) Capital:

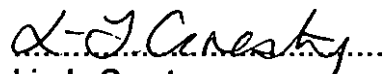
On a return of assets on sale or liquidation or otherwise the assets of the company remaining after payment of its debts and liabilities and the costs charges and expenses of any such liquidation and available for distribution, a distribution shall be pro rata to the number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, D Ordinary Shares and E Ordinary Shares in issue.


(c) Voting:

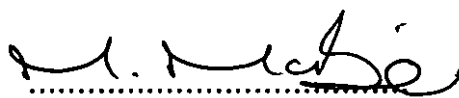
Each holder of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, D Ordinary Shares and E Ordinary Shares present in person or by proxy or corporate representative shall be entitled on a show of hands to one vote and on a poll to one vote for every A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, D Ordinary Shares and E Ordinary Share of which he/she is the holder."


The undersigned, being the persons entitled to vote on the Resolutions on 25 November 2020, hereby irrevocably agree to the Resolutions:


.....
John Brierley
Dated 25 November 2020


.....
Linda Gresty
Dated 25 November 2020


.....
Colin Matthews
Dated 25 November 2020


.....
Michael McBride
Dated 25 November 2020


.....
Julie Taylor
Dated 25 November 2020

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
4. Unless, by the expiry of 28 days sufficient agreement has been received for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, 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.