

Company number: 11694251

THURSDAY



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COMPANIES HOUSE

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

PROGRESS 2019 LIMITED (Company)

Circulation date 19/4/ 2023 (**Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the resolution 1 be passed as an ordinary resolution and resolutions 2,3 and 4 be passed as special resolutions (**Resolutions**).

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Act, the directors be unconditionally authorised to allot 72,086 ordinary shares of £0.01 and above par value of £7.62 each in the capital of the Company up to an aggregate nominal amount of £720.86 and a total above par value of £ 549,279.14, each having the respective rights and subject to the respective restrictions set out in the articles of association, provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes replace and is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.

SPECIAL RESOLUTION

2. THAT, subject to the passing of resolution 1 and in accordance with section 570 of the Act, the Directors be authorised and empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if article 14.6 of the Articles did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £720.86 and a total above par value of £ 549,279.14; and
3. THAT, the directors of the Company be authorised to convert and re-designate the 63,628 B ordinary shares of £0.01 each in the capital of the Company held by Mark Stangroom as at the date of these resolutions, into 63,628 ordinary shares of £0.01 each in the capital of the Company; having the rights and restrictions ascribed thereto in the articles of association.
4. THAT the articles of association annexed to this resolution be and are adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

AGREEMENT

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

We, being members of the Company entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions.

Company number: 11694251


.....
JOHN EVANS

19/4/23
..... 2023.


.....
MARK PORTEOUS

19/4/23
..... 2023.


.....
MARK STANGROOM

19/4/23
..... 2023.

NOTES

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

- **By email:** delivering the signed copy to jonathan.barratt@primaslaw.co.uk
- **By post:** returning the signed copy by post to Primas Law, 18-22 Bridge Street, Manchester, M3 3BZ.

You may not indicate your agreement to the Resolutions by any other method.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
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 or authority when returning this document.