

## SDND Limited

### Shareholders' Special Resolution - Disapplication of Section 561 Pre-emption on Share Issues

#### SPECIAL RESOLUTION

That the Directors be and they are hereby empowered under Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the said Act) pursuant to the authority conferred by the previous resolution as if sub-section (1) of Section 561 of the said Act 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 value of £1,000,000 and shall expire on the date five years after the passing of this resolution,

SAVE THAT the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

The undersigned, a person entitled to vote on the above resolution on the circulation date irrevocably agrees to the above resolution.



Ivor Ronald Bramley

Date 30<sup>th</sup> August 2019

