

Company Number: 12204218

Circulation Date:

14th July 2021

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
ADT MARKETING HOLDINGS LIMITED
(the "Company")

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

ORDINARY RESOLUTIONS

1. That the 100 ordinary shares of £1.00 each in the issued share capital of the Company be sub-divided into 100,000 ordinary shares of £0.001 each. Each such share shall have the same rights and restrictions as the existing ordinary shares of £1.00 each in the capital of the Company and as set out in the Company's articles of association from time to time.
2. That for the purposes of section 636 of the Companies Act 2006, reclassify the following:
 - a. 97,917 ordinary shares of £0.001 each into A ordinary shares of £0.001 each; and
 - b. 2,083 ordinary shares of £0.001 each into B ordinary shares of £0.001 each.
3. That, the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £17.096 provided that this authority shall, unless renewed, varied or revoked by the Company, expire three months after the date the resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the director may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

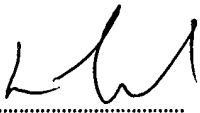
4. That the articles of association, a copy of which is attached to these Resolutions, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, its existing articles of association.
5. Subject to the passing of resolution 4 above, that any pre-emption rights in the Company's articles of association (including but not limited to articles 9.2 to 9.7 inclusive) in relation to the proposed allotment of shares referred to at resolution 3 above, be and are disappplied.



Agreement

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

The undersigned, being the sole person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by 

LEE THORNLEY

Date 14 July 2021