

Company Number: 12460475

A PLACE APART LIMITED

**WRITTEN RESOLUTIONS OF A PLACE APART LIMITED (THE "COMPANY")
PURSUANT TO S.281 AND PART 13 CHAPTER 2 COMPANIES ACT 2006**

Circulation Date: 28 January 2020

In accordance with Part 13 Chapter 2 Companies Act 2006, the directors of the Company propose the following written resolutions. Resolutions 1 and 2 are proposed as ordinary resolutions (the "**Ordinary Resolutions**") and resolutions 3 and 4 are proposed as special resolutions (the "**Special Resolutions**") (the Ordinary Resolutions and the Special Resolutions being, together, the "**Written Resolutions**").

ORDINARY RESOLUTIONS

- 1 **THAT**, the 750 ordinary shares of £1.00 each in the capital of the Company be re-designated as 750 A ordinary shares of £1.00 each.
- 2 **THAT**, the directors be generally and unconditionally authorised pursuant to s.551 of the Companies Act 2006 (the "**CA**") to exercise all the powers of the Company to allot and issue shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Relevant Securities**"), up to an aggregate nominal amount of £750.00 over and above the issued share capital of the Company as at the date on which this resolution is passed, for a period expiring (unless previously revoked, varied or renewed) on the date which is five years from the date on which this resolution is passed, but the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

- 3 **THAT**, the new articles of association appended to this 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.
- 4 **THAT**, in accordance with section 570 CA 2006, the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the CA 2006) as if section 561 of the CA 2006 did not apply to any such allotment.

Agreement to the Written Resolutions

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

The undersigned, being the only persons entitled on the date set out above to vote on the Written Resolutions, irrevocably agree to the Written Resolutions.

MONDAY



A9YESW21

A08

15/02/2021

#138

76431167.2

COMPANIES HOUSE

Ed Slater

Edward Slater

Date: 28.01. 2020

Piers Slater

Piers Slater

Date: 28.01. 2020

Stewart Deering

Stewart Deering

Date: 28.01. 2020

NOTES

Procedures for signifying agreement

- 1 You can choose to agree to all of the Written Resolutions or none of them but you cannot agree to only some of the Written Resolutions. If you agree to all of the Written Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree to all of the Written Resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.

Period for agreeing to the Written Resolutions

- 2 Unless, by the end of the period of 28 days beginning with the Circulation Date stated at the head of this document, sufficient agreement has been received for the Written Resolutions to pass, they will lapse. If you agree to the Written Resolutions, please ensure that your agreement reaches us during that period. Your agreement will be ineffective if received after that date.