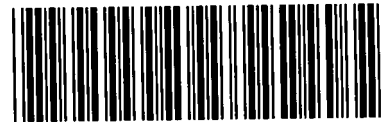


COMPANY NUMBER: 12491927

THURSDAY



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02/07/2020

#241

COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

Written resolutions OF

DANBURY 2020 LTD

(the Company)

CIRCULATED ON ¹⁴[22] JUNE 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below be passed an ordinary resolution and that resolution 2 & 3 below be passed as special resolutions:

ORDINARY RESOLUTION

(1) Transfer of Ordinary Shares from Mr Turff to Mr Williams

The company approves the share transfer documented in the attached stock transfer form from Mr Turff to Mr Williams.

SPECIAL RESOLUTIONS

(2) THAT the articles of association of the Company be amended by the following:

Add new definitions to 'definitions' article:

Ordinary Shares

means the ordinary shares of £1 each in the capital of the Company;

B shares

the B shares of £1 each in the capital of the Company;

Add the following new clauses as required and renumber document accordingly:

1 Share Capital

1.1 *The issued share capital of the Company at the date of the adoption of these Articles is £200 divided into:*

1.1.1 *100 Ordinary Shares; and*

1.1.2 *100 B Shares.*

1.2 *The Ordinary Shares and the B Shares shall constitute different classes of shares for the purposes of the CA 2006 but, save as otherwise provided in these Articles, the Ordinary Shares and the B Shares shall rank pari passu in all respects.*

1.3 *The rights conferred on each of the holders of the Ordinary Shares and on each of the holders of the B Shares shall be deemed to be varied by:*

1.3.1 *the creation or issue of any further shares (whether ranking equally, in priority to them or subsequent to them);*

1.3.2 *any reduction, subdivision, consolidation, redenomination, purchase, redemption or other alteration by the Company of the Company's share capital; or*

1.3.3 *any amendment to these Articles.*

2 Voting

2.1 *The Ordinary Shares shall confer on each holder the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote of proposed written resolutions of the Company.*

2.2 *The B Shares shall not entitle the holders to receive notice of and to attend all general meetings of the Company or to receive proposed written resolutions of the Company or to speak and vote at general meetings of the Company or to vote on proposed written resolutions of the Company*

3. Dividends

3.1 *Profits available for distribution within the meaning of the CA 2006 shall be distributed amongst the holders of the Ordinary Shares according to the amount paid up or credited as paid up on each such share.*

3.2 *The B Share shall not entitle the holders to any income of the Company.*

4. Return of Capital

4.1 *On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any shares), the surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority:*

4.1.1 *first, in paying to each holder of B shares in respect of each B share of which it is the holder, a sum equal to the amount paid up on each share;*

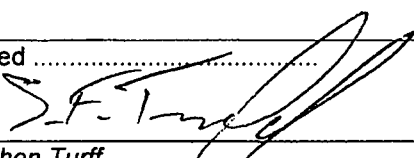
4.1.2 *the balance of such assets (if any) shall be distributed amongst the holders of the Ordinary Shares according to the amount paid up or credited as paid up on each such share.*

(3) Issue of B Shares

The Company approve the issue and allotment of 100 B Shares to Mr Turff and Ms Wu

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

We, the undersigned, were at the time the resolutions were circulated entitled to vote on the resolutions and irrevocably agree to the resolutions

Signed	Date
Michael Williams	
Signed 	Date 23/6/2020
Stephen Turff	

EXPLANATORY NOTES FOR SHAREHOLDERS

- 1 If you agree to the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods:

- 1.1 **BY HAND:** by delivering the signed copy to Fishman Brand Stone Solicitors 70 Baker Street London W1U 7DJ

AND/OR

- 1.2 **BY POST:** by returning the signed copy by post to Fishman Brand Stone Solicitors 70 Baker Street London W1U 7DJ

AND/OR

- 1.3 **BY FAX:** by faxing the signed copy to 020 7935 6334 marked "For the attention of Andrew Pickard".

AND/OR

- 1.4 **BY E-MAIL:** by attaching a scanned copy of the signed document to an e-mail and sending it to andy@fishmanbrandstone.com or, if scanning of a signed document is not possible, by sending an e-mail to andy@fishmanbrandstone.com stating the agreement to the resolutions in the text of the e-mail. Please enter "For the attention of Andrew Pickard" in the e-mail subject box.

If you do not agree to the above resolutions, you do not need to do anything.

- 2 Once you have signified your agreement to the resolutions, you may not revoke your agreement.
- 3 Unless, by the date at the end of the 28 day period beginning on the circulation date], sufficient agreement has been received for the resolutions to be passed, they will lapse. If you agree to the resolution, please ensure that signification of your agreement reaches us before or on this date.
- 4 Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (ie, members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it. Sufficient agreement will have been reached to pass a special resolution if

eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.

- 5 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.