

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**ZELLAR HOLDINGS LIMITED (Company)**

**Circulation Date:** *22nd October* 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (**Special Resolutions**):

**SPECIAL RESOLUTIONS**


1. **THAT** the regulations contained in the document annexed hereto and initialled for the purposes of identification be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of the Company.
2. **THAT**, for the purposes of Section 551 of the Companies Act 2006, the directors of the Company are generally and unconditionally authorised to allot 4,469,955 A Shares of £0.001 each in the capital of the Company, having the rights set out in the New Articles.
3. **THAT** Section 567(1) of the Companies Act 2006 and any pre-emption rights contained in the New Articles shall not apply in respect of the allotment of the A Shares permitted by Resolution 2 above.

**AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolutions on the date of these Resolutions, hereby irrevocably agrees to the Resolutions.

Signed by Gary Styles:



Date:

*22/10/2020*

Signed by Lynsey Styles:



Date:

*22/10/2020*



## NOTES

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

**By Hand:** delivering the signed copy to Caroline Kemsley-Pein, Kemsley & Company, Harborough Innovation Centre, Airfield Business Park, Market Harborough, Leicestershire, LE16 7WB.

**Post:** returning the signed copy by post to Caroline Kemsley-Pein, Kemsley & Company, Harborough Innovation Centre, Airfield Business Park, Market Harborough, Leicestershire, LE16 7WB.

**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [ckp@kemsleylaw.co.uk](mailto:ckp@kemsleylaw.co.uk). Please enter "*Written resolutions in respect of Zellar Holdings Limited*" in the e-mail subject box.

2. 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.

3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

4. Unless, by the expiry of the 28 day period commencing on 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 the expiry of this period.