

**Company No: 12582625**

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of**  
**ZELLAR HOLDINGS LIMITED (Company)**

**Circulation Date: 4<sup>th</sup> October 2023**

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

1. **THAT**, in accordance with Section 551 of CA 2006, the directors of the Company are generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1,495,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date this resolution is passed.

This authority revokes and replaces all unexercised authorities previously granted to the directors of the Company but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

2. **THAT** the pre-emption rights contained in the Company’s Articles of Association shall not apply in respect of the allotment of shares in the Company pursuant to the authority conferred by Resolution 1 above.

**AGREEMENT**

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

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions as indicated above.

Signed by **GARY STYLES:**

Date:

DocuSigned by:  
*Gary Styles*  
0D54A5D99C8D40F  
5th October 2023

Signed by **LYNSEY STYLES:**

Date:

DocuSigned by:  
*LStyles*  
F1B19560EE854B6  
5th October 2023

Signed by **DAVID COOMBS:**

Date:

DocuSigned by:  
*David Coombs*  
C90E1A21259949E  
04/10/23

Signed by  
for and on behalf of **THE CO-OPERATIVE BANK P.L.C.**

Date:

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.....

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Signed by **GARY STYLES**:

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Date:

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Signed by **LYNSEY STYLES**:

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Date:

.....


Signed by **DAVID COOMBS**:

.....

Date:

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Signed by  
for and on behalf of **THE CO-OPERATIVE BANK P.L.C.**

  
.....

Date:

**09/10/2023**  
.....

## 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.

**DocuSign:** electronically signing via DocuSign.

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.

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

3. Unless, by the expiry of the 28 day period commencing on the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the expiry of this period.