

Company No. 13164220

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

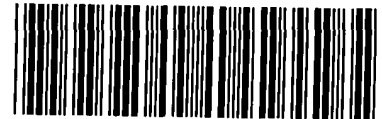
WRITTEN RESOLUTIONS

OF

VISICAN HOLDINGS LIMITED

(the "Company")

THURSDAY



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06/05/2021

#128

COMPANIES HOUSE

Circulated to the members on 6 APRIL 2021.

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

#### SPECIAL RESOLUTION

1. **THAT** the Company adopt new articles of association in the form attached and initialled by the chairperson for identification purposes in substitution for and to the exclusion of the existing articles of association of the Company.

#### ORDINARY RESOLUTIONS

2. **THAT**, in accordance with section 551 of the Act, the directors be unconditionally authorised to allot 200 B ordinary shares of £1 each, up to an aggregate nominal amount of £200, having the respective rights and subject to the respective restrictions set out in the articles adopted pursuant to resolution 1. Unless renewed, varied or revoked by the Company, this authority shall expire one year from the date of passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act.

3. **THAT** the Company be authorised to enter into a Debenture whereby the Company and each of Visican Group Limited and Visican Limited will grant security over all their respective assets in favour of Malcolm Kirkham and Melville Crossley.

**SPECIAL RESOLUTION**

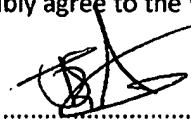
4. **THAT** article 39.2 of the Company's articles of association adopted pursuant to resolution 1 be disapplied in relation to the issue and allotment of the shares set out in resolution 2.

**AGREEMENT**

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


The undersigned, being the members entitled to vote on the Written Resolutions on **6 APRIL** 2021, hereby irrevocably agree to the Written Resolutions:

Signed by James Bannister

  
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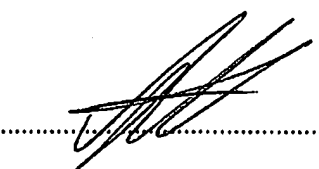
Date: **6/04/21** .....

Signed by Yvonne Lawrence

  
.....

Date: **6/04/21** .....

Signed by Alan Lett

  
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Date: **6/04/21** .....

**NOTES**

1. You may agree to all of the Resolutions or none of the Resolutions but you may agree to some only of the Resolutions. If you agree with the Written Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.

If you do not agree to the Written 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 Written Resolutions, you may not revoke your agreement.

3. Unless by the date which is 28 days after the circulation date, sufficient agreement is received for the Written Resolutions to pass, they will lapse. If you agree to the Written Resolutions, please ensure that your agreement reaches the Company before or during this date.

Company No. 13164220

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

VISICAN HOLDINGS LIMITED

(the "Company")

On **6 APRIL** 2021, the following resolutions were duly passed as special resolutions.

**SPECIAL RESOLUTIONS**

1. **THAT** the Company adopt new articles of association in the form attached in substitution for and to the exclusion of the existing articles of association of the Company.
2. **THAT** article 39.2 of the Company's articles of association adopted pursuant to resolution 1 be disapplied in relation to the issue and allotment of 200 B ordinary shares of £1 each.



Chairperson