

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION
of
BLAKE CLOUGH CONSULTING LTD
(the Company)
Company Number 13304409**



Circulation Date: 15 July 2021

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the following resolutions are proposed as three ordinary resolutions and two special resolutions (as indicated) of the Company:

ORDINARY RESOLUTIONS

1. **THAT**, the 2 issued ordinary shares of £1.00 each in the capital of the Company be and are hereby sub-divided into 200 ordinary shares of £0.01 each in the capital of the Company, having the rights and being subject to the obligations and restrictions set out in the articles of association of the Company for the time being.
2. **THAT**, each of the 200 issued ordinary shares of £0.01 in the capital of the Company be and are hereby redesignated as C ordinary shares of £0.01 in the capital of the Company, having the rights and being subject to the obligations and restrictions set out in the articles of association adopted pursuant to resolution 4.
3. **THAT**, in accordance with section 551 of the CA 2006, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £98 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date being five years following the date of the 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 or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

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

SPECIAL RESOLUTION

4. **THAT**, the draft regulations attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
5. **THAT**, subject to the passing of resolution 3 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 3, as if section 561(1) of the CA 2006 (or any other rights of pre-emption on allotment, whether contained in the Company's articles of association or otherwise) did not apply to any such allotment, provided that this power shall:
 - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £98; and

- b. expire on the date being five years following the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

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

The undersigned, being the sole person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolutions and the Special Resolutions:

Andrew Holmes

Andrew Holmes (Jul 10, 2021 12:50 GMT+1)

Date: 15 July 2021

Andrew Holmes

NOTES:

1. If you agree to the resolutions, please sign and date this document to confirm your agreement and then return it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to a director of the Company at the registered office address
 - **Post:** returning the signed copy by post to a director of the Company at the registered office address
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. The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement within 28 days of the Circulation Date. If you agree to the resolutions, please ensure that your agreement reaches us before that date.