

Company No: 13378742

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
NORTHCODERS GROUP LIMITED
("Company")

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 24/06 2021 as ordinary or special resolutions of the Company as set out below:

ORDINARY RESOLUTIONS

1 AUTHORITY TO ALLOT

1.1 **THAT**, in accordance with section 551 of the 2006 Act, the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot:

- (a) A ordinary shares of £0.01 each in the capital of the Company up to an aggregate nominal amount of £28,300.00; and
- (b) B ordinary shares of £0.01 each in the capital of the Company up to an aggregate nominal amount of £21,700.00,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of these Resolutions 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.

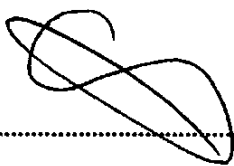
1.2 This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

SPECIAL RESOLUTIONS

2 DISAPPLICATION OF PRE-EMPTION RIGHTS

- 2.1 **THAT** subject to the passing of Resolution 1 and in accordance with article 14.2 of the articles of association of the Company, all rights of pre-emption contained in the Company's Articles of Association or otherwise be and are hereby waived in respect of any allotment of equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1 and that the Directors be and are hereby authorised to exercise all powers of the Company to allot the following shares to the following persons:-

Name of Allottee	Number and class of shares to be allotted
Christopher Hill	1,797,000 A ordinary shares of £0.01 each
Amul Batra	1,033,000 A ordinary shares of £0.01 each
David Llewellyn	1,170,000 B ordinary shares of £0.01 each
Anil Batra	500,000 B ordinary shares of £0.01 each
Stephen Hill	450,000 B ordinary shares of £0.01 each
Jude Nottingham	50,000 B ordinary shares of £0.01 each


.....
Director