

Company Number: 13767389

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**EXPECT DISTRIBUTION GROUP LIMITED**

22 December 2021 ("Circulation Date")

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

**SPECIAL RESOLUTION**

1. **THAT**, the articles of association of the Company attached hereto be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
2. **THAT**, subject to and conditional upon the passing of the resolution numbered 4 in this written resolution and in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby empowered pursuant to section 570 Companies Act 2006 ("**Act**") to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 4 as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall expire on the day before the fifth anniversary of the date of the passing of this resolution, save that the Company may, before the expiry of such period, 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 such offer or agreement as if the power conferred hereby had not expired.

**ORDINARY RESOLUTIONS**

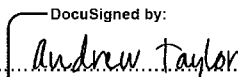
3. **THAT**, the 1 issued ordinary share of £1.00 in the capital of the Company held by Andrew David Taylor be redesignated as 1 A ordinary share of £1.00 and the 1 issued ordinary share of £1.00 in the capital of the Company held by Matthew Kilner be redesignated as 1 B ordinary share of £1.00 each such shares having the rights and being subject to the restrictions set out in the articles of association of the Company to be adopted pursuant to resolution 1.
4. **THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 to exercise all or any of the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (such shares and rights being together referred to in this resolution as Relevant Securities) up to an aggregate nominal value of £1,455 (irrespective of class) to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date on which this resolution is passed save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

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

We, the undersigned, being persons eligible to vote on the above resolutions on the Circulation Date hereby irrevocably agree to each of those resolutions.

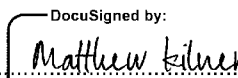
**SIGNED by ANDREW DAVID TAYLOR:**

**DATED:**

DocuSigned by:  
  
8F480CEE8F2F42C...  
22 December 2021

**SIGNED by MATTHEW KILNER:**

**DATED:**

DocuSigned by:  
  
D97809D10D6F4F8...  
22 December 2021

**NOTES:**

- 1      You may choose to agree to all of the resolutions set out in this document or none of them, but you cannot choose to agree to only some of them. If you agree to all of 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 the Company's registered office address.  
Post: returning the signed copy by post to the Company's registered office address.
- 2      If you do not agree to all 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 to them by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolutions please ensure that your agreement reaches us before that date.
- 5      In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6      If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.