

Company number: SC235054

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

RED SIXTY ONE LIMITED (COMPANY)

The following ordinary and special resolutions were duly passed ordinary and special resolutions of the Company on 30th November 2020 by way of written resolutions in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTIONS

1 That:

- (a) the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the Act), in substitution for any existing power to allot shares or grants rights to subscribe for or convert securities into shares, to exercise all the powers of the Company to allot shares or grant rights to subscribe for or convert security into shares up to a maximum amount of 7,867 ordinary shares of £0.001 each (Ordinary Shares), at a price of no less than £10.89 per Ordinary Share with an aggregate nominal value of £7.867; and
- (b) the authority given by these resolutions:
 - (i) shall be in addition to and not in substitution for any pre-existing authorities under section 551 of the Act; and
 - (ii) unless renewed, revoked or varied in accordance with the Act, shall expire at midnight on 1 December 2020 save that the Company may before such expiry make an offer or agreement which would or might require the allotment of shares in the Company, or the grant of rights to subscribe for or to convert any security into shares in the Company, after such expiry.

SPECIAL RESOLUTION

- 2 That subject to and conditional upon the passing of resolution 1 above the Directors of the Company be and are hereby empowered to make the allotments pursuant to the authority conferred upon them by the resolutions set out in resolution 1 above as if section 561 of the Act did not apply to any such allotment and all rights of pre-emption whether in the Act, the Company's articles of association or otherwise and be and are hereby dis-applied in respect of such allotments.

CERTIFIED A TRUE COPY



.....

Director, for and on behalf of
Red Sixty One Limited