

Company number SC568155

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

ADV. HOLDINGS LTD (Company)

Circulation date: 19 December 2019

Under Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006), the directors of the Company propose that the following resolutions are passed as ordinary resolutions (**Resolutions**).

ORDINARY RESOLUTION

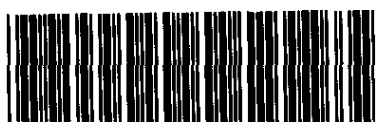
1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the CA 2006, the directors of the Company (or a duly constituted committee of the directors) (**Directors**) be generally and unconditionally authorised to allot shares in the up to an aggregate nominal amount of £45.00 to Callum Mark provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date 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 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 already made or offered or agreed to be made pursuant to such authorities.

2. DISSAPPLICATION OF PRE-EMPTION RIGHTS

That, subject to the passing of special resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as



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defined in section 560 of the CA 2006) pursuant to the authority conferred by Resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on 19 December 2019 hereby irrevocably agree to the Resolutions:

Sandy Nairn Signed:  DocuSigned by:
1491AC6328D4492...

Date: 19/12/19

Timothy Woodhead Signed:

Date:

Alexander Malcolm Gillies Signed:

Date:

James Barbour Signed:

Date:

Callum Mark Signed:

Date:

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand, by post, by email to Chris Gibson, Gillespie Macandrew LLP, 5 Atholl Crescent, Edinburgh EH3 8J (chris.gibson@gillespiemacandrew.co.uk) or by any other method.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

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

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