

Company Number: SC692641

THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

64QS HOLDINGS LIMITED

(the "Company")

THURSDAY



SCT \*SA7CA2HU\* 24/06/2021 #37  
COMPANIES HOUSE

CIRCULATION DATE: 18 June 2021

On 18 June 2021 the following special resolutions were duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act").

SPECIAL RESOLUTIONS

1. **THAT** the Company be authorised to (i) undertake an "in specie" capital reduction equal to the value of the jmarchitects (Group) Limited by cancelling and extinguishing the 112,500 fully paid B ordinary shares of £0.50 each in the capital of the Company held by members of the Company ("**B Shareholders**") and reducing and cancelling £1,554,000 of its share premium account and (ii) in implementation of this capital reduction, transfer to jm Intermediate Holdco 1 Limited the 75,000 A ordinary shares of £1.00 each in the capital of jmarchitects (Group) Limited in consideration for which jm Intermediate Holdco 1 Limited has agreed to:
  - (a) allot and issue 112,499 ordinary shares with a nominal value of £0.50 each in the capital of jm Intermediate Holdco 1 Limited to the B Shareholders; and
  - (b) credit as paid up the ordinary subscriber share of £0.50 in the capital of jm Intermediate Holdco 1 Limited.
2. **THAT** the demerger set out in the proposed demerger agreement be and is hereby approved for all purposes and each and any of the directors of the Company be and are hereby authorised to conclude and implement the demerger and to do or procure to be done all such acts and things on behalf of the Company and any of its subsidiaries they consider necessary or expedient for the purpose of giving effect to the demerger with such amendments, modifications, variations or revisions as are not of a material nature.

DocuSigned by:

Brian Thomson

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Director