

Company number: 06973781

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**WORTHENSHAW LTD**

(the Company)

Circulation Date: 19 August

MONDAY



A10 \*ABBVR32G\* 05/09/2022 #202  
COMPANIES HOUSE

2022

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), resolution 1 is proposed as an ordinary resolution and resolutions 2 and 3 are proposed as special resolutions of the Company (together, the **Resolutions**).

**ORDINARY RESOLUTION**

1. **THAT**, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (the **Rights**) up to an aggregate nominal amount of £94.70 in connection with:
  - the allotment of 253 ordinary shares of 10p each in the capital of the Company in relation to a financial investment to be made in the Company; and
  - the grant of options to certain employees of the Company to subscribe, in aggregate, for up to 694 ordinary shares of 10p each in the capital of the Company,

provided that this authority shall, unless renewed, varied or revoked by the Company expire on the fifth anniversary 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 or Rights to be granted and the directors of the Company may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

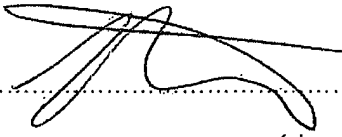
**SPECIAL RESOLUTIONS**

2. **THAT**, with effect from the passing of this resolution, the regulations attached to this resolution are approved and be adopted as the articles of association of the Company (the **New Articles**) in substitution for, and to the exclusion of, all existing articles of association of the Company and furthermore that any and all variations of the rights attaching to each class of shares in the capital of the Company being effected by virtue of the adoption of the New Articles be approved.
3. **THAT**, subject to the passing of resolutions 1 and 2 above, the provision of article 15.2 of the New Articles be dis-applied and/or waived in respect of the allotment of shares in the Company and the grant of Rights in respect of the allotment of equity securities up to an aggregate nominal amount of £94.70 for the purposes described in resolution 1 above.

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

The undersigned, persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Kirsty Henshaw

.....  
  
(signature)

Date: 19/8/ 2022

Michael Fraine

.....  
(signature)

Date: 2022

Francesca Yardley

.....  
(signature)

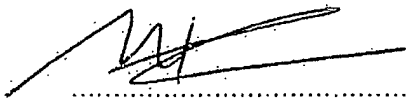
Date: 2022

**NOTES:**

1. If you agree to 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 a director of the Company at the registered office address
  - **Post:** returning the signed copy by post to a director of the Company at the registered office address
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. The Resolution set out above will lapse if the required majority of eligible members have not signified their agreement within 28 days of the Circulation Date. If you agree to the Resolutions, please ensure that your agreement reaches us before that date.

The undersigned, persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Kirsty Henshaw ..... Date: 2022  
(signature)

Michael Fraine  ..... Date: 19/8/2022  
(signature)

Francesca Yardley ..... Date: 2022  
(signature)

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