

TUESDAY



RM 29/08/2023 #105  
COMPANIES HOUSE

**Company Number: 08352180**

**PRIVATE COMPANY LIMITED BY SHARES**

**PRINT OF WRITTEN RESOLUTIONS**

**of**

**QUINTESENTIALLY VENTURES LIMITED (the "Company")**

**PASSED ON 8 AUGUST 2023**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "CA 2006"), Resolution 1 below was duly passed as an ordinary resolution and Resolutions 2 and 3 below were duly passed as special resolutions, in each case on 8 August 2023 by way of written resolution.

**ORDINARY RESOLUTION**

**1. AUTHORITY TO ALLOT**

THAT, in accordance with section 551 of the CA 2006 and Article 18 of the Company's current articles of association, the directors of the Company ("Directors") be generally and unconditionally authorised to allot preference shares or grant rights to subscribe for or to convert any security into preference shares in the Company ("Preference Rights") in the capital of the Company up to an aggregate nominal amount of £243.90, each share having the rights and subject to the restrictions set out in the articles of association adopted pursuant to Resolution 3 (as amended from time to time). Unless renewed, varied or revoked by the Company, this authority shall expire on the date falling five years after the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Preference Rights to be granted and the Directors may allot shares or grant Preference Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

**SPECIAL RESOLUTIONS**


**2. DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT, subject to the passing of Resolution 1 and in accordance with section 570 of the CA 2006, the articles of association of the Company from time to time (the "Articles") and the shareholders' agreement of the Company entered into between the Company and its shareholders originally dated 27 January 2017 (as amended, varied, novated or supplemented from time to time) (the "SHA"), the directors of the Company be empowered to allot equity securities (as defined in section 560 of the CA 2006) and preference shares pursuant to the authority conferred by resolution 1, as if section 561(1) CA 2006 and any provision of pre-emption in the CA 2006, the Articles, the SHA or otherwise did not apply to such allotment.

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**3. NEW ARTICLES OF ASSOCIATION**

- 3.1 THAT the articles of association attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.**

DocuSigned by:  
  
.....4FD6CC441C3A412.....  
**Director**

**28-Aug-2023**

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**Date**