

Company number: 09641190

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**WRITTEN RESOLUTION**

**OF**

**Open Britain Limited (the "Company")**

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH  
SECTION 291 OF THE COMPANIES ACT 2006**

**ORDINARY RESOLUTION**

THAT Anne Weyman shall be appointed as a director of the Company (subject to her consenting to being appointed).

**SPECIAL RESOLUTION**

THAT the articles of association of the Company be amended as follows:

(i) Article 7(1) is replaced with the following:

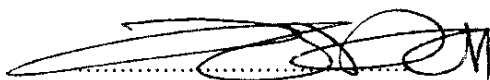
7.—(1) The general rule about decision-making by directors is that any decision of the directors must be either: (i) a majority decision at a meeting or by a resolution in writing signed by a majority of the directors in accordance with article 7A; or (ii) a decision taken in accordance with article 8.

(ii) The following article is inserted:

**Resolution in Writing**

7A.—(1) A resolution in writing signed by a majority of the directors who at the time are entitled to receive notice of a directors' meeting and who would be entitled to vote on the resolution at a directors' meeting, and who together meet the quorum requirement for directors' meetings, shall be as valid and effective as if it had been passed by those directors at a meeting which is properly called and held. The resolution can be passed using several copies of the resolution if each copy is signed by one or more directors. The provisions of article 13 shall apply mutatis mutandis in respect of any such resolution in writing.

By order of the board:

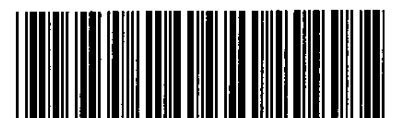


Director

17 October 2019

Date

MONDAY



\*A8GJBW55\*

A12

21/10/2019

#240

COMPANIES HOUSE

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT  
2006**

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 17 October, 2019 (the "**Circulation Date**")
3. *The procedure for signifying agreement by an eligible member to written resolutions is as follows:*
  - (A) A member signifies his agreement to proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document:
    - (i) identifying the resolutions to which it relates, and
    - (ii) indicating his agreement to the resolutions.
  - (B) *The document must be sent to the company in hard copy form or in electronic form.*
  - (C) A member's agreement to written resolutions, once signified, may not be revoked.
  - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

## **AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION**

We, being together all the eligible members of the Company:

1. confirm that I have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that the ordinary resolution shall take effect as an ordinary resolution, and the special resolution shall take effect as a special resolution.

Dated: 17 October 2019

A handwritten signature in black ink, appearing to be 'Roland Rudd', written over a horizontal dotted line.

Roland Rudd  
duly authorised for and on behalf of  
BAYBRIDGE 2019 LIMITED