

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

MONVA LIMITED

("Company")

29 JANUARY 2020

("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below be passed as an ordinary resolution and resolution 2 below be passed as a special resolution (**Resolutions**)

**ORDINARY RESOLUTION**

1. **THAT** the directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares and/or grant rights to subscribe for, or to convert any security into, any shares (**Rights**) up to an aggregate nominal amount of £0.216667 for a period of 5 years from the date of this resolution, save that in accordance with section 551(7) of the Companies Act 2006 the Company may before the expiry of such period make an offer or agreement which would or might require Shares to be allotted or Rights to be granted after such expiry and the directors may allot Shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.

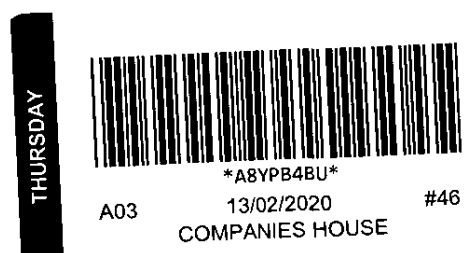
**SPECIAL RESOLUTION**

2. **THAT** the pre-emption rights contained in Article 13 of the Company's Articles of Association be hereby waived and dis-applied in respect of the allotment of shares or grant of Rights of up to an aggregate nominal amount of £0.216667 within a period of 1 month from the date of this resolution, save that the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of such period and the Board may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.

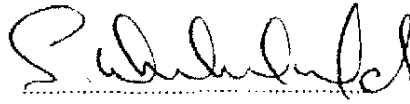
**AGREEMENT**

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

The undersigned, being the persons/only person entitled to vote on the above Resolution on the Circulation Date hereby irrevocably agrees to the Resolutions:



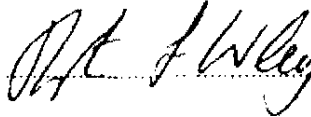
Signed by  
STUART MARTIN  
WAKEFIELD



Date:

29/01/2020

Signed by  
STEPHEN TREVOR WILEY



Date:

29/01/2020

Signed by  
LEE THOMAS HOWARD  
JONES

.....

Date:

.....

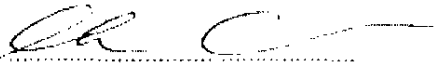
Signed for and on behalf of  
MYX PROPERTIES  
(HOLDINGS) LIMITED

.....  
Director

Date:

.....

Signed for and on behalf of  
DBW INVESTMENTS (3)  
LIMITED



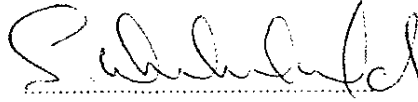
.....  
Director

Date:

29/01/2020

Company Number: 11438852

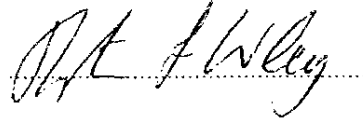
Signed by  
STUART MARTIN  
WAKEFIELD



Date:

29/01/2020

Signed by  
STEPHEN TREVOR WILEY



Date:

29/01/2020

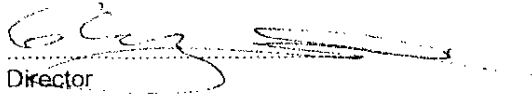
Signed by  
LEE THOMAS HOWARD  
JONES

.....

Date:

.....

Signed for and on behalf of  
MYX PROPERTIES  
(HOLDINGS) LIMITED

  
Director

Date:

29/01/2020

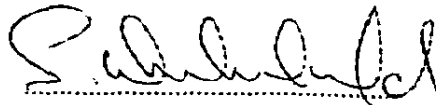
Signed for and on behalf of  
DBW INVESTMENTS (3)  
LIMITED

.....  
Director

Date:

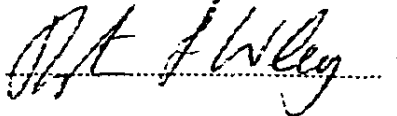
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Signed by  
STUART MARTIN  
WAKEFIELD



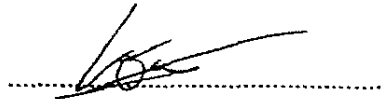
Date: 29/01/2020

Signed by  
STEPHEN TREVOR WILEY



Date: 29/01/2020

Signed by  
LEE THOMAS HOWARD  
JONES



Date: 29/01/2020

Signed for and on behalf of  
MYX PROPERTIES  
(HOLDINGS) LIMITED

Director

Date:

Signed for and on behalf of  
DBW INVESTMENTS (3)  
LIMITED

Director

Date:

**NOTES**

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By hand:** delivering the signed version to 3<sup>rd</sup> Floor, Horton House, Exchange Flags, Liverpool L2 3YL;
- **Post:** returning the signed version to 3<sup>rd</sup> Floor, Horton House, Exchange Flags, Liverpool L2 3YL;
- **Fax:** faxing the signed version to 0151 600 3009 marked "For the attention of Daniel Hayhurst"; or
- **Email:** by attaching a scanned copy of the signed version to an email and sending it daniel.hayhurst@brabners.com. Please enter "Written Resolution" in the email subject box.

You may not return the Resolutions to the Company by any other method. **If you do not agree to the Resolution(s)**, 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 Resolution, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been 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.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.