

Company number 8327077

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Parnell Group Limited (Company)

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Circulation Date 26 June 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written Ordinary and Special Resolutions (**Resolutions**).

**A. ORDINARY RESOLUTION**

**1. AUTHORITY TO ALLOT**

THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £10,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on five (5) years from the date of this resolution.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

**B. SPECIAL RESOLUTION**

**2. DISAPPLICATION OF PRE-EMPTION RIGHTS AND APPROVAL TO ALLOT**

THAT, subject to the passing of resolution 1 and in accordance with article 29.2 of the Company's articles of association and section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:



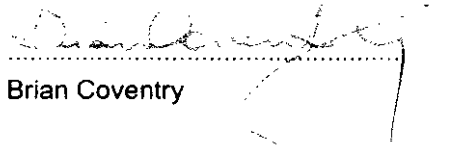
- 2.1. be limited to the allotment of equity securities up to an aggregate nominal amount of £10,000; and
- 2.2 expire five (5) years from the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date).

## AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions, hereby irrevocably agrees to the Resolutions:

Signed by members together holding at least 75% of the issued share capital of the Company

  
Brian Coventry



Phil Lowe

Date

26 June 2019

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Brian Coventry at the Company.

You may not return the Resolutions to the Company by any other method.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, within 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolution 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.