

COMPANY NUMBER: 10276456

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

COGNUS LIMITED  
(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as ordinary resolutions and special resolutions (as appropriate ((together the "Resolutions"))).

ORDINARY RESOLUTION

**1 BUSINESS PLAN**

- 1.1 **That**, the Business Plan circulated with a copy of these Resolutions be adopted by the Company taken as the first Business Plan and that action taken in accordance with the Business Plan prior to its adoption be and are hereby ratified.

**2 AUTHORITY TO REDESIGNATE SHARES**

- 2.1 **That**, the 1 issued ordinary share of £1 in the capital of the Company be and is hereby redesignated as an A ordinary share having the rights and being subject to the restrictions as set out in the Company's articles of association (**Articles**).

**3 AUTHORITY TO ALLOT SHARES**

- 3.1 **That**, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (the **Directors**) be generally and unconditionally authorised to allot ordinary shares of any class in the Company up to an aggregate nominal amount of £1000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date 5 years from the date of passing this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired. This authority is in substitution for all previous authorities granted to the Directors in accordance with section 551 of the CA 2006.

SPECIAL RESOLUTION

**4 AMENDMENT TO ARTICLES**

- 4.1 **That** Article 20.2 of the Articles, requiring unanimous consent of the Shareholders to authorise the admittance of a new Shareholder, be deleted in its entirety.

**5 RATIFICATION OF THE COUNCIL**

- 5.1 That the appointment of the following directors of the Company from the date of their respective appointments be and are hereby ratified:

5.1.1 Tracey Burley;

5.1.2 Ian Thomas Comfort;

- 5.1.3 Paul William Darvell;
- 5.1.4 Lesley Hobbs;
- 5.1.5 Ros Petra Sutton;
- 5.1.6 William Henry Clapp (having since resigned on 31 March 2017);
- 5.1.7 Rosalind Diane Hills (having since resigned on 2 July 2017);
- 5.1.8 Abigail Louise Macklin (having since resigned on 16 March 2017); and
- 5.1.9 Robert Alan McIntosh (having since resigned on 20 July 2017).

**AGREEMENT**

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

The undersigned, being the sole Shareholder entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

.....

Signed for and on behalf of Date  
**London Borough of Sutton**

**NOTES**

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods:

**By hand:** delivering the signed copy to the Company's registered office.

**Post:** returning the signed copy by post to the Company's registered office.

**Email** returning the signed copy by email to the Company Secretary.

You may not indicate your agreement to the Resolutions by any other method.

If you do not agree to all of 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, by the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they 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.

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