

Company No. 10607888

**ALACRITY LAW LIMITED**  
**(the "Company")**

MINUTES of a meeting of the board of directors of the Company held by meeting on 9 February 2018 at 11 a.m (London time).

**PRESENT:** Christopher Thurn                      Director  
                 Christopher Harrison                Director

Unless otherwise defined, all capitalised terms referred to in these board minutes have the same meaning given to them in the Written Resolution (as defined below).

1.     **CHAIRMAN**

Christopher Thurn was appointed as Chairman of the meeting.

2.     **NOTICE AND QUORUM**

The Chairman reported that due notice of the meeting had been given, that a quorum of directors was present and that the meeting was therefore duly constituted.

3.     **BACKGROUND AND PURPOSE OF THE MEETING**

3.1    The Chairman reported that since its incorporation, the Company had informally agreed to the transfer of ordinary shares amongst the shareholders and the transfer of ordinary shares to a new shareholder.

3.2    The directors proposed to formalise and memorialise those informal agreements by way of the resolutions below.

3.3    The Chairman further reported that the directors also proposed to seek shareholder approval in respect of the sub-division of the Company's share capital of 20 ordinary shares of £1.00 nominal value each in the issued share capital of the Company into 1000 ordinary shares of £0.02 nominal value each.

3.4    Subject to the passing of the Written Resolution (as defined below) by the shareholders of the Company, the Chairman reported that the purpose of the meeting was to consider and, if thought fit, approve and take all other necessary or expedient action to give effect to the various actions described in the Written Resolution (as set out below), including by making all necessary and appropriate entries in the books and registers of the Company and arranging for the necessary forms and documents to be filed at Companies House.

4.     **DIRECTORS' INTERESTS**

4.1    In accordance with the Company's articles of association and Section 177 of the Companies Act 2006 (the "**Act**"), each director present declared his interests in the business of the meeting.



4.2 It was noted that certain proposed resolutions to approve the transfer of shares or other equity securities (within the meaning of Section 560 of the Act) in the Company to the directors were permitted under article 3.2 of the Company's articles of association, which allows an interested director that is the subject of such transfer to be counted as participating in the decision-making process for quorum or voting purposes.

4.3 **IT WAS THEREFORE RESOLVED** that all directors present were eligible to count in quorum and vote at the meeting.

## 5. APPROVAL AND CIRCULATION OF WRITTEN RESOLUTION

5.1 There was produced to the meeting the following proposed written resolutions (the "**Written Resolution**") to be circulated to the shareholders of the Company:

5.1.1 to authorise the subdivision of 20 ordinary shares of £1.00 nominal value each in the issued share capital of the Company into 1000 ordinary shares of £0.02 nominal value each.

5.2 After careful consideration of the Written Resolution, **IT WAS RESOLVED:**

5.2.1 to approve the Written Resolution in the form produced to the meeting; and

5.2.2 to circulate the Written Resolution to every eligible shareholder of the Company.

**The meeting was adjourned.**

5.3 When the meeting reconvened the Chairman reported that the Written Resolution had been duly passed without amendment.

## 6. SUB-DIVISION OF SHARES

6.1 The Chairman reported that the shareholders have agreed to the sub-division of the Company's share capital as reported above.

6.2 Following the passing of the Written Resolution, **IT WAS RESOLVED:**

6.2.1 to make all necessary and appropriate entries in the books and registers of the Company in respect of the sub-division; and

6.2.2 to prepare the necessary form SH02 and arrange for it to be filed at Companies House.

## 7. TRANSFER OF SHARES

7.1 There was further produced to the meeting copies of the executed stock transfer forms in respect of each of the below Transfers.

Transferor	Transferee	Number of Shares
Christopher Harrison	Jessica Zoutsos	5 ordinary shares of £0.02 nominal value each
Christopher Thurn	Jessica Zoutsos	5 ordinary shares of £0.02 nominal value each
Christopher Harrison	Christopher Thurn	250 ordinary shares of £0.02 nominal value each

7.2 **IT WAS RESOLVED:**

- 7.2.1 to approve the transfers of shares described above and the stock transfer forms in connection therewith;
- 7.2.2 to register the transferees as the holders of the transferred shares set out opposite their respective names in paragraph 7.1 ("**Transferred Shares**"); and
- 7.2.3 subject to the registration of the transfers, to issue new share certificates in respect of the Transferred Shares to be executed by the Company in accordance with Section 44 of the Act and delivered to the transferees.

8. **MISCELANEOUS.**

- 8.1 **IT WAS FURTHER RESOLVED** that the Company Secretary be authorised and directed to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the necessary forms and documents to be filed at Companies House to give effect to each of the resolutions set out in these minutes.
- 8.2 **IT WAS FURTHER RESOLVED** to authorise any one or more of the directors of the Company to do all such acts and things and agree and execute on behalf of the Company all such documents to which the Company is a party and all other documents as may be required in connection with any of the above resolutions and generally to sign all such certificates, notices and other documents as may be necessary or desirable in connection with any of the above resolutions subject in each case to such amendments as those executing the same on behalf of the Company consider fit.

9. **CLOSURE**

There being no further business, the Chairman declared the meeting closed.



Chairman

Company No. 10607888

**ALACRITY LAW LIMITED  
(the "Company")**

**Written resolutions of the Company pursuant to  
Section 281 and Chapter 2 of Part 13 of the Companies Act 2006**

Date: 9 February 2018

**BACKGROUND**

The directors propose to seek shareholder approval in respect of the sub division of ordinary share capital of the Company.

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following written resolution is passed as an ordinary resolution (the "**Resolution**").

**ORDINARY RESOLUTION**

**1. SUB-DIVISION OF SHARES**

- 1.1 **THAT**, in accordance with Section 618 of the Act, the sub-division of 20 ordinary shares of £1.00 nominal value each in the issued share capital of the Company into 1000 ordinary shares of £0.02 nominal value each be authorised pursuant to the Act.
2. **THAT**, the directors of the Company be and hereby directed to take do all acts and things that they may consider necessary or expedient to give effect to the Resolution set out herein, including making all necessary and appropriate entries in the books and registers of the Company and arranging for the necessary forms and documents to be filed at Companies House.

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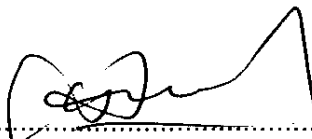
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COMPANIES HOUSE

We, the undersigned, being the persons entitled on the date set out above to vote on the above Resolutions, irrevocably agree to such Resolutions.



.....  
Christopher David Thurn

Date: 9 February 2018



.....  
Christopher Stuart Harrison

Date: 9 February 2018