

Company number 05662199



**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**THE AMPHION GROUP LIMITED**

**("the Company")**

CIRCULATION DATE: 18 September 2020

Under Chapter 2 of Part 13 of the Companies Act 2006, the members of the Company propose that each of the following resolutions is passed as a special resolution.

**SPECIAL RESOLUTION**

THAT the articles of the Company be and they are hereby amended:

(i) by adding, at the beginning of article 17.2, the words "Subject to Article 17.4,"

(ii) by deleting from Article 17.4 the words "Subject as aforesaid," and substituting therefor the words: "Notwithstanding the provisions of Articles 17.2 and 17.3 above,";

(iii) by the deletion of the existing article 17.5 and the substitution therefor of a new article 17.5 as follows:

"17.5 For so long as the Company is a subsidiary of another company, such other company may remove any person from office as a director of the Company by giving to the Company notice in writing to that effect and such removal shall take effect from the time when such notice is received at the Registered Office of the Company."

(iv) by the deletion of Articles 19.4 to 19.6;

(v) by the addition of a new Article 20.3 as follows:

"20.3 For so long as any of the persons each first appointed in August 2020 and September 2020 to hold office as a director of the Company ("**the ASAG Directors**") continues to hold such office, a meeting of the directors (including a meeting adjourned in accordance with this Article) shall not be quorate unless there are at least 3 directors present in person including at least two of the ASAG Directors (or, if there is only one ASAG Director, that one ASAG Director) and if no ASAG Director is present in person the meeting shall be adjourned to a date which is not less than 2 clear Business Days thereafter and notice of the adjourned meeting shall be given to all of the

directors. If no person holds office as an ASAG Director, the quorum for the conduct of business at a meeting of the directors shall be three directors present in person and if less than 3 directors are present in person the meeting shall be adjourned to a date which is not less than 2 clear Business Days thereafter and notice of the adjourned meeting shall be given to all of the directors. Regulation 11 of the Model Articles shall not apply."

(vi) by the addition of a new Article 20.4 as follows:

"20.4 If more than one person holds office as an ASAG Director, the ASAG Directors shall determine who shall act as chairman of a meeting of the directors. If only one person holds office as an ASAG Director, he or she shall act as chairman of a meeting of the directors. If and for so long as any person holds office as an ASAG Director, Regulation 91 of Table A shall not apply.

(vii) by the addition of a new Article 20.5 as follows:

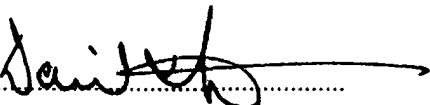
"20.5 For so long as the Company is a subsidiary of Adam Smith Advisory Group Limited (reg. no. 07976084), an ASAG Director appointed to chair a meeting of the directors shall, if the number of votes for or against a proposal are equal, have a casting vote."

#### AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on 18 September 2020, hereby irrevocably agrees to the Resolution:


Signed by DAVID HOPKINS

  
.....

Date

*18 September 2020*  
.....

Signed by MAXINE ATKINS

  
.....

Date

*18 September 2020 15:10 (GMT)*  
.....

being the duly authorised representatives of Adam Smith Advisory Group Limited (which is the sole member of the Company), appointed as such by resolution of the directors of that company on 18 September 2020.

## **NOTES**

1. If you agree with the Resolution, 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 the Company Secretary, The Amphion Group Limited, 240 Blackfriars Road, London, England, SE1 8NW

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

If you do not agree to the Resolution, 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.