

**Company Number: 11639745**

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

**ZWPV LIMITED**

(the "Company")

TUESDAY



A08

\*A80KB6ZL\*  
05/03/2019

#365

COMPANIES HOUSE

Circulation Date: 21 February 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the directors of the Company propose that the resolution below (the "Resolution") be passed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

**THAT**, notwithstanding anything to the contrary in the articles of association of the Company, the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to allot, in substitution for all existing authorities, up to 92,500 preference shares of £1.00 each, provided that authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) five years from the date of this resolution, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired, and this authority shall be in substitution for all existing authorities to allot to the extent unused.

**Please read the Notes overleaf before signifying your agreement to the Resolution set out above.**

Pursuant to Chapter 2 of Part 13 of the 2006 Act, the undersigned, being an eligible member of the Company entitled to vote on the Resolution set out above on the Circulation Date stated above hereby irrevocably agrees to the Resolution.

S. Taylor  
Sean Taylor

20 / 2 / 2019  
Date of Signature

.....  
For and on behalf of  
LDC (Nominees) Limited

.....  
Date of Signature

.....  
For and on behalf of  
LDC Parallel (Nominees) Limited

.....  
Date of Signature

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WRITTEN RESOLUTION

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**ZWPV LIMITED**

(the "Company")

Circulation Date: 21 February 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the directors of the Company propose that the resolution below (the "Resolution") be passed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

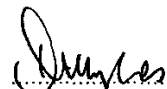
**THAT**, notwithstanding anything to the contrary in the articles of association of the Company, the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to allot, in substitution for all existing authorities, up to 92,500 preference shares of £1.00 each, provided that authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) five years from the date of this resolution, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired, and this authority shall be in substitution for all existing authorities to allot to the extent unused.

**Please read the Notes overleaf before signifying your agreement to the Resolution set out above.**

Pursuant to Chapter 2 of Part 13 of the 2006 Act, the undersigned, being an eligible member of the Company entitled to vote on the Resolution set out above on the Circulation Date stated above hereby irrevocably agrees to the Resolution.

.....  
**Sean Taylor**

.....  
**Date of Signature**



.....  
21 February 2019

.....  
**For and on behalf of  
LDC (Nominees) Limited**

.....  
**Date of Signature**



.....  
21 February 2019

.....  
**For and on behalf of  
LDC Parallel (Nominees) Limited**

.....  
**Date of Signature**

## Notes

- 1 *This Written Resolution has been sent to each eligible member who was entitled to vote on the Resolution on the Circulation Date. Only such eligible members (or persons duly authorised on their behalf) should sign this Written Resolution.*
- 2 *An eligible member can signify its agreement to the Resolution contained within this Written Resolution by signing the Written Resolution and by either (i) delivering a copy of the signed Written Resolution to an officer of the Company by hand; or (ii) by sending a copy of the signed resolution in hard copy form by post to the Company Secretary.*
- 3 *You may not revoke your agreement to the Resolution once you have signed and returned the Written Resolution to the Company.*
- 4 *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.*
- 5 *The Resolution is passed when the Company receives the agreement of the required majority of eligible members. The requisite majority for an ordinary resolution is eligible members representing more than 50% of the total voting rights of eligible members and the requisite majority for a special resolution is eligible members representing at least 75% of the total voting rights of eligible members.*
- 6 *The Resolution must be passed within a period of 28 days beginning with the Circulation Date of this Written Resolution (section 297 Companies Act 2006). If the Resolution is not passed by such date then this Written Resolution will lapse.*
- 7 *Any signed Written Resolution received by the Company after the date falling 28 days after the Circulation Date will not be counted in determining whether the Resolution is passed.*