

Company Number: 01969361

THE COMPANIES ACT 2006

PRIVATE COMPANY

LIMITED BY SHARES

WRITTEN RESOLUTION

OF

NORTHERN FLAGS LIMITED

(the "Company")

Circulation Date: 14/10/2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions (the "**Resolutions**") are passed as ordinary or special resolutions (as indicated):

Ordinary Resolutions

- (1) **THAT** the terms of the agreement (the "**Agreement**") between (1) Faber Group BV and (2) the Company for the purchase by the Company of 3,684 ordinary shares of £1.00 each in the capital of the Company (a copy of which has been provided to each eligible member of the Company (as defined by sections 289 and 695(2) of the Act) on or before the Circulation Date) be approved for all purposes including, without limitation, section 694 of the Act and the Company be authorised to enter into the Agreement.
- (2) **THAT** the transfer of 460 ordinary shares of £1.00 each in the capital of the Company by Fabienne Cotte to Iain Clasper be approved.

Special Resolutions

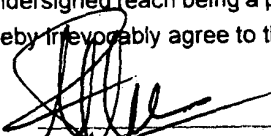
- (3) **THAT** the articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Agreement

Please read the notes attached to this document before signifying your agreement to the Resolution.

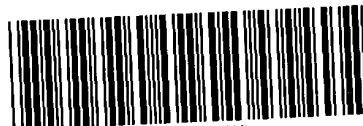
We the undersigned (each being a person who was entitled to vote on the Resolutions on the Circulation Date) hereby irrevocably agree to the Resolutions:

Signed:


FABER GROUP BV acting by a
Director

Dated: 14-10-2021

TUESDAY



AAHDH31N

A07

16/11/2021

#222

COMPANIES HOUSE

Signed:


FABIENNE COTTE

Dated:

15.10.2021 2021

Signed:


IAIN CLASPER

Dated:

14-10 2021

NOTES

1. If you agree with the Resolutions, please indicate your agreement before the end of the period of 28 days beginning with the Circulation Date (the "**Lapse Period**"). If this document was sent to you:
 - 1.1 via DocuSign, please indicate your agreement by signing it in DocuSign using the DocuSign link you have received. Please note that you need to fully complete the signing process in DocuSign in order for the Company to receive your signed version of this document; or
 - 1.2 by another method (e.g. by post, email or hand delivery) please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company using one of the following methods:
 - 1.2.1 **By Hand:** delivering the signed copy to Northern Flags Limited.
 - 1.2.2 **Post:** returning the signed copy by post to Northern Flags Limited at Units 4 & 5 Millshaw, Leeds, England, LS11 0LX.
 - 1.2.3 **Email:** by attaching a scanned copy of the signed document to an email and sending it to iaain@northernflags.com. Please enter "Written resolution" in the email subject box.
2. If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. The Resolutions are passed when the required majority of eligible members have signified their agreement to it.
5. If the Resolutions are not passed before the end of the Lapse Period they will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolutions will be ineffective.
6. 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.