

Company No: 02931606

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

G. R. LIMITED

(the "Company")

**WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY PROPOSED BY THE
BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH SECTION 291 OF
THE COMPANIES ACT 2006**

In accordance with section 288 of the Companies Act 2006, WE being the sole member of the Company who at the date of this resolution is circulated would have been entitled to vote on this resolution, DECLARE that the following written resolutions shall take effect as a special resolution:

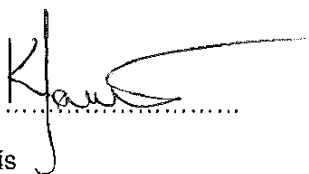
SPECIAL RESOLUTION

WE RESOLVE THAT:

- (a) the Company reduces its share capital from £5,728,500 to £1 by cancelling and extinguishing 3,000,000 Preference Shares with a nominal value of £0.50 each, 185,000 Preferred Shares with a nominal value of £0.10 each and 42,099,990 Ordinary Shares with a nominal value of £0.10 each, in the capital of the Company, each of which is fully paid up, and
- (b) the Company's Share Premium account be reduced from £212,101 to £nil

(together referred to as the "**Capital Reduction**") and
- (c) all rights to cumulative preference dividends, interest, and interest on unpaid dividends in respect of the Preference Shares and/or the Preferred Shares are waived from 31 December 1999 to the date of the Capital Reduction.

By order of the board:

(Signed):.....
Director: Kirk Davis

.....
Date: 18th January 2022

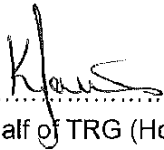
**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT
2006**

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 18th January 2022 (the "**Circulation Date**").
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
 - (a) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolution to which it relates; and
 - (ii) indicating his agreement to the resolution.
 - (b) The document must be sent to the company in hard copy form or in electronic form.
 - (c) A member's agreement to a written resolution, once signified, may not be revoked.
 - (d) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being together all the eligible members of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution is passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that such a resolution shall take effect as a special resolution.



.....
by or on behalf of TRG (Holdings) Limited

Date: 18th January 2022