



Company number 06422992

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

GRAHAM PENNY AUCTIONS LIMITED (Company)

Circulation Date: 3 December 2020

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (Resolutions).

SPECIAL RESOLUTION

1. THAT the special resolution circulated by the Company and passed on 25 March 2019 (the **Special Resolution**) contained a clerical error with reference to the nominal value of each of the ordinary shares of "£1" each when the nominal value of each of the ordinary shares in the capital of the Company should have been referred to as being ordinary shares of "£0.01" each.
2. THAT section 2 of the statement of capital filed at Companies House on 27 March 2019 contained a clerical error with reference to the issued share capital of the Company (as reduced by the Special Resolution) of one ordinary share of £1 when the total issued share capital of the Company should have been referred to as being 100 ordinary shares of £0.01 each.
3. THAT following such correction, and the reduction of capital contemplated by the resolution referred to in 1 above, the total issued share capital of the Company is £1 comprising 100 ordinary shares of £0.01 each, having the rights set out in the articles of association of the Company.

AGREEMENT

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

The undersigned, being the sole member eligible to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to each of the Resolutions:

Name	Signature	Date
Director for and on behalf of SDL PROPERTY SERVICES GROUP LIMITED	DocuSigned by: Simon Jackson..... 1E9E388E016842E...	3 December 2020





NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

By hand: delivering the signed copy to the Company's registered office.

Post: returning the signed copy by post to the Company's registered office.

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.

3. Unless, by the date falling 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

5. 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.