

Company number: 07699529

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**COURIER HOLDINGS LTD (Company)**

*24 February* 2020 (Circulation Date)

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 RESOLUTIONS**

1. **THAT**, the following transfers of £0.001 Ordinary shares (**Shares**) in the issued capital of the Company be and are hereby ratified and approved to the fullest extent permissible by law notwithstanding the breach of any of the articles of association of the Company:

- a. the transfer of 15,000 Shares from Soheb Panja to Jeffrey Taylor on 27 June 2018;
- b. the transfer of 15,000 Shares from Soheb Panja to Michael Downes on 27 June 2018; and
- c. the transfer of 20,000 Shares from Soheb Panja to Michael Downes on 26 June 2019

and that all shareholders of the Company hereby renounce all rights to such Shares as were transferred in the transfers listed above, save for such rights as are set out in the Company's register of members and register of transfers.

2. **THAT**, any breach by the directors of the Company of their duty as directors and/or of the articles of association of the Company in relation to the above-listed transfers of Shares be and is hereby ratified.
3. **THAT**, all acts of any director of the Company and of the Company itself that would have otherwise been invalid on the grounds that only one director was in office at the time be and are hereby rectified and ratified by the members of the Company to the fullest extent permissible by law.

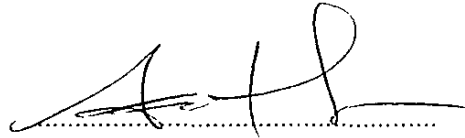
**AGREEMENT**



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

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

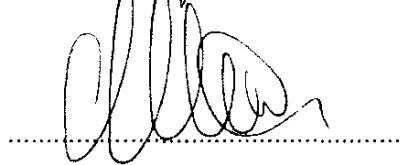
Signed by **JEFFREY TAYLOR**



Date

27 February 2010

Signed by **MICHAEL DOWNES**



Date

27 February 2010

Signed by **ANDREW BREDON**

.....

Date

.....

Signed by **MARC ALLERA**

.....

Date

.....

Signed by **ABDUL GAFFAR PANJA**

.....

Date

.....

Signed by **ARIF AHMED**

.....

Date

.....

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The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by **JEFFREY TAYLOR** .....

Date .....

Signed by **MICHAEL DOWNES** .....

Date .....

Signed by **ANDREW BREDON**  .....

Date  .....

Signed by **MARC ALLERA** .....

Date .....

Signed by **ABDUL GAFFAR PANJA** .....

Date .....

Signed by **ARIF AHMED** .....

Date .....

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Signed by **JEFFREY TAYLOR**

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Date

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Signed by **MICHAEL DOWNES**

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Date

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Signed by **ANDREW BREDON**

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Date

.....

Signed by **MARC ALLERA**

.....

Date

.....  
24 February 2020

Signed by **ABDUL GAFFAR PANJA**

.....

Date

.....

Signed by **ARIF AHMED**

.....

Date

.....

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Date .....

Signed by **MICHAEL DOWNES** .....

Date .....

Signed by **ANDREW BREDON** .....


Date .....

Signed by **MARC ALLERA** .....

Date .....

Signed by **ABDUL GAFFAR PANJA** .....

Date .....

  
29 February 2020

Signed by **ARIF AHMED** .....

Date .....

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The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

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Date .....

Signed by **MICHAEL DOWNES** .....

Date .....

Signed by **ANDREW BREDON** .....

Date .....

Signed by **MARC ALLERA** .....

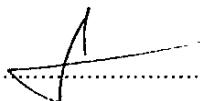
Date .....

Signed by **ABDUL GAFFAR PANJA** .....

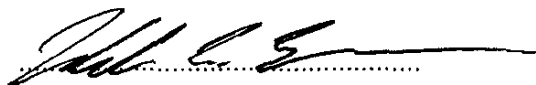
Date .....

Signed by **ARIF AHMED** .....

Date .....

  
24 February 2020

Signed by



duly authorised signatory

for and on behalf of

**SEEDRS NOMINEES LIMITED**  
*on the instructions of Seet's Limited*

Date

*29 February 2010*

#### NOTES

1. If you agree with the Resolutions, 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 using one of the following methods:
  - by hand (by delivering the signed copy to the registered office of the Company marked for the attention of Jeffrey Taylor).
  - by post (by returning the signed copy to the registered office of the Company marked for the attention of Jeffrey Taylor).
  - by email (by attaching a scanned copy of the signed document to an email and sending it to • [email address]). Please enter "Written resolutions circulated on • [circulation date]" in the email subject box.

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

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. The Resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). Unless you do not wish to vote on the Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Resolutions.

4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
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.
6. If you require any assistance in completing this document, please contact the Company.