

Companies Act 2006

WRITTEN RESOLUTIONS

OF

ACH PUBLISHING LIMITED

(the "Company")

Company No: 08874809

Resolution Date: 11 December 2020

The following resolutions were duly passed as Ordinary and Special Resolutions on the date specified above by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTIONS

1 THAT:

- 1.1 the terms of an agreement proposed to be made between the Company and NWF LP as a Seller (as defined therein) for the purchase by the Company of 3,343 A ordinary shares of £0.01 each in the capital of the Company held by the Seller named above for a total consideration of £175,000 as set out in a draft agreement, a copy of which was supplied to the members of the Company before and at the time of submission of this written resolution to them (the "Agreement") be approved and the Company be authorised to enter into the Agreement; and
- 1.2 the payment by the Company of £175,000 out of the distributable profits of the Company, for the purchase of the shares referred to in paragraph 1.1 above, be approved.

2 THAT:

- 2.1 each of the 3,734 ordinary shares of £0.01 each in the issued share capital of the Company held by Nick Phillip Appleyard be redesignated as B ordinary shares of £0.01 each;
- 2.2 each of the 3,734 ordinary shares of £0.01 each in the issued share capital of the Company held by Mark Richard Harris be redesignated as C ordinary shares of £0.01 each;
- 2.3 each of the 3,734 ordinary shares of £0.01 each in the issued share capital of the Company held by Paul David Carter be redesignated as D ordinary shares of £0.01 each; and
- 2.4 each of the 752 ordinary shares of £0.01 each in the issued share capital of the Company held by Nicholas Peter Cotterill-Waring be redesignated as E ordinary shares of £0.01 each

(such B shares, C shares, D shares and E shares having the rights and subject to the restrictions set out in the New Articles adopted pursuant to resolution 5 below).



- 3 THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company be unconditionally authorised to allot 493 E Ordinary shares of £0.01 each in the capital of the Company having the rights and subject to the restrictions set out in the New articles adopted pursuant to resolution 5. Unless renewed, varied or revoked by the Company, this authority shall expire on the fifth anniversary of these resolutions, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this section has expired.

SPECIAL RESOLUTIONS

- 4 THAT, subject to the passing of resolution 3 and in accordance with section 570 of the Act, the pre-emption rights contained in the articles of association of the Company be hereby waived and dis-applied in respect of the allotment of shares or the grant of Rights of up to an aggregate nominal amount of £4.93 for a period of up to 5 years from the date of this resolution, save that the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of such period and the Board may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.
- 5 THAT the draft articles of association of the Company circulated with this resolution be and they are hereby adopted as the articles of association of the Company (New Articles) in substitute for, and to the entire exclusion of, the existing articles of association of the Company.

Signed: N. Lohed-wang
Director

Date: 11 December 2020