

Company number <<Insert Company Number>>

Private <<Insert Number from Schedule 1 of the Companies Act 2006>> Shares  
Special Resolution  
<<Insert Company Name>> ("Company")

<<Circulation Date>>

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following Resolutions be passed as written resolutions (the "Resolutions").

1. The Directors of the Company and are hereby authorised under section 551 of the Companies Act 2006 to allot <<Insert Number from Schedule 1 of the Companies Act 2006>> ordinary shares in the Company to <<Insert Name of Investor>> (the "Investor").  
This authority will, unless it is cancelled by the Company, expire five years after the date on which this Resolution is passed.
2. If Resolution 1 above is passed, the powers of the Company under Section 570 of the Companies Act 2006 to allot shares shall not apply to this allotment. The amount of the allotment shall be limited to the amount set out in Resolution 1 and only applies to the amount set out in Resolution 1 applies.

### Agreement

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

The undersigned, a person entitled to vote in respect of the Resolutions on <<Circulation Date>>, hereby irrevocably agrees to the Resolutions.

Dated this << >> day of << >>

Name

Signature

<< >>

<< >>

## Notes

1. If you agree to the Resolutions, please return this document where shown to you or by post to <<Insert Name>>

You may not return the Resolutions by any other method.

If you do not agree to the Resolutions, you are not assumed to agree if you fail to return this document.

2. Once you have signed the Resolutions, you cannot change your mind and go back on your agreement.
3. Unless, by 28 days from the date of this Resolution (beginning with that date), enough agreements are received for the Resolutions to pass, they will lapse and no longer apply.

If you agree to the Resolutions, please return this document to us before or on this date.

agreement by signing and dating this document and returning the signed version either by hand or by post.

You may not return the Resolutions by any other method.

If you do not agree to the Resolutions, you are not assumed to do anything. You will not be assumed to agree if you fail to return this document.

Once you have signed the Resolutions, you cannot change your mind and go back on your agreement.

Unless, by 28 days from the date of this Resolution (beginning with that date), enough agreements are received for the Resolutions to pass, they will lapse and no longer apply.

If you agree to the Resolutions, please return this document to us before or on this date.