



**Company number 00128838**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**ROPNER INSURANCE SERVICES LIMITED (Company)**

31 December 2021

**Circulation date:** \_\_\_\_\_ **(Circulation Date)**

Under Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the resolutions below be passed as an ordinary resolution and special resolution of the Company (the **Resolutions**).

**ORDINARY RESOLUTION**

1. THAT, in accordance with section 551 of the Act, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal value of £0.30. Unless renewed, varied or revoked by the Company, this authority shall expire on the date that is five years after the passing of this resolution 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 resolution has expired.

**SPECIAL RESOLUTION**

2. THAT, subject to passing of resolution 1 above and in accordance with section 570 of the Act, the Directors be generally authorised to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if all and any rights of pre-emption over such equity securities, including section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
  - be limited to the allotment of equity securities up to an aggregate nominal value of £0.30; and
  - expire on the date that is five years after the passing of this resolution (unless renewed, varied or revoked by the Company prior

to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot equity securities in pursuance to of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

## 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 above resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by Michael Bruce



For and on behalf of  
**GRP STERLING LIMITED**

31 December 2021

Date

## NOTES

1. You can choose to agree to both the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of 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 Callum Kirk, DMH Stallard LLP, Wonersh House, The Guildway, Old Portsmouth Road, Guildford GU3 1LR.

**Post:** returning the signed copy by post to Callum Kirk, DMH Stallard LLP, Wonersh House, The Guildway, Old Portsmouth Road, Guildford GU3 1LR.

**Email:** by attaching a scanned copy of the signed document to an email and sending it to Callum.Kirk@dmhstallard.com. Please type "Written resolution" in the email subject box.

If you do not agree to all of 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 within 28 days of the Circulation Date, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

Company number 00128838

**PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
of  
ROPNER INSURANCE SERVICES LIMITED (Company)**

On 31 December 2021 the following special resolution and ordinary resolution were duly passed as a written resolutions of the Company pursuant to section 288 of the Companies Act 2006 (**Act**).

**ORDINARY RESOLUTION**

1. THAT, in accordance with section 551 of the Act, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal value of £0.30. Unless renewed, varied or revoked by the Company, this authority shall expire on the date that is five years after the passing of this resolution 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 resolution has expired.

**SPECIAL RESOLUTION**

2. THAT, subject to passing of resolution 1 above and in accordance with section 570 of the Act, the Directors be generally authorised to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if all and any rights of pre-emption over such equity securities, including section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
  - be limited to the allotment of equity securities up to an aggregate nominal value of £0.30; and
  - expire on the date that is five years after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot equity securities in pursuance to of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.



.....  
Director