

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SHAREHOLDERS
of
GRAYS OF CAMBRIDGE (INTERNATIONAL) LIMITED
(the "Company")

7th February 2024 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution ("**Resolution**").

SPECIAL RESOLUTION

1. THAT the articles of association of the Company be amended by inserting the following articles after the existing Article 9(H):

“(H)1. In this clause:

a) ‘Direct Family Member’ shall mean any child, grandchild or remoter issue of a Member past or present.

b) ‘Authorised Family Trust’ shall mean any trust or settlement in which a Member or any Direct Family Member has an interest as a beneficiary or as a potential beneficiary whether vested or contingent. The spouse of a Member past or present may have a life time interest in the income of the trust.

(H)2. A Member may transfer any part or all of his shares at any time and from time to time by instrument during his lifetime or by Will upon death to:

a) any Direct Family Member or

b) the trustee(s) of an “Authorised Family Trust” for the benefit of the beneficiaries under that Authorised Family Trust; or,

c) the Company.

(H)3. The trustee(s) of an Authorised Family Trust that is a Member may at any time and from time to time transfer all or any part of the shares held by it to:

i) any beneficiary who is a Direct Family Member beneficiary or

ii) the trustee(s) of another Authorised Family Trust for the benefit of the beneficiaries under that Authorised Family Trust; or

iii) new trustee(s) of an Authorised Family Trust upon a change of Trustee in that Authorised Family Trust; or,

iv) the Company.

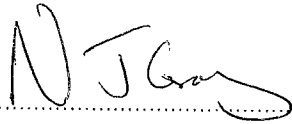
(H)4. Provided always that any transfer of shares pursuant to sub-clause (H)2 or (H)3 that would result in any one member gaining a majority of shares in the Company can only be registered in the share register upon the majority approval of the Board of Directors and the approval of shareholders representing 85% of the shares.”

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

The Resolution will come into effect on the date on which enough members of the Company sign the Resolution in order for it to pass.

The undersigned, being the members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

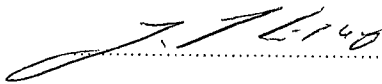
Signed:



Name: Nicholas John Gray

Dated: 23/2/2024

Signed:



Name: Jason Charles Gray

Dated: 12/02 2024

Signed:



Name: Richard William Gray

Dated: 22/3/2024

Signed:



Name: Paul Douglas Gray

Dated: 19/3 2024

Signed:



Name: Neil Douglas James Gray

Dated: 12/02 2024

NOTES

1. The circulation date of the Resolution is 7th February 2024. The Resolution have been sent to eligible members who would have been entitled to vote of the Resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign the Resolution.
2. You can choose to agree to all of the Resolution or none of them but you cannot agree to only some of the Resolution. If you agree to all of the Resolution, please indicate your agreement by signing and dating this document where indicated above.
3. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.