

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS IN WRITING
of
BUCHER MUNICIPAL LIMITED
("Company")

Passed the 22nd day of December 2022

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution(s) of the Company were duly passed:

As an ordinary resolution

1. **THAT**, a final dividend be paid on the Company's issued ordinary shares at the rate of £375 per share immediately to the Company's sole shareholder at the close of business on the date the dividend is declared.
2. **THAT**, subject to the passing of resolution 3, the directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company provided that:
 - 2.1 the maximum nominal value of such shares that may be allotted under this authority (within the meaning of such section) is £13,750,000; and
 - 2.2 this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire five years from the date of this resolution save that the Company may, before such expiry, make an offer or agreement which will or may require such shares to be allotted after such expiry,

and the authority granted by this resolution is in substitution for any authority to allot shares in the Company previously granted to the directors which (to the extent that it remains in force and unexercised) is revoked.

As special resolutions

3. **THAT**, the provision of the Company's memorandum as to the amount of the Company's authorised share capital (as altered by anything done by virtue of section 121 of the Companies Act 1985), which as from 1 October 2009 is treated as a provision of the company's articles setting a maximum amount of shares that may be allotted by the company, be amended to say "The maximum amount of share capital that may be allotted by the Company is £13,758,000 divided into 13,758,000 ordinary shares of £1 each".
4. **THAT**, subject to the passing of resolution 2 and in accordance with section 570 of the Companies Act 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:
 - 4.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £13,750,000; and
 - 4.2 expire five years from the date of these resolutions (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 equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Company Number: 00199841

Signed 
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Director/Secretary

Dated 22 December 2022