

Company Number: 00315157

**PRIVATE COMPANY LIMITED BY SHARES**  
**NOTIFICATION OF WRITTEN RESOLUTION OF THE MEMBERS**

**OF**

**John Thompson 00315157 Limited**

**(the "Company")**

Passed on **14 March 2022** (the "**Date Passed**")

I, the undersigned, being a director of the Company, hereby certify that the following resolutions, were circulated to all eligible members of the Company and that the resolutions were received, signed by all eligible members and were duly passed, as special resolutions of the members of the Company, on the Date Passed.

**RESOLUTION 1**

It is hereby RESOLVED that for such time as the share capital of the Company shall continue to comprise shares of only a single class and for so long as the Company remains a private company, the power of the Company to issue shares and the authority of the directors to allot such shares shall not be restricted to any maximum number or nominal amount and shall not be limited in duration and any provision, resolution or authority in force as at the date of this resolution whether under the articles of association or otherwise that purports to restrict the number of shares that the Company or the directors shall have the power to issue or allot or the duration of such power shall cease to have effect upon the passing of this resolution.

**RESOLUTION 2**

It is hereby RESOLVED that the non-distributable reserves in the total amount of £3,643,295 in the accounts of the Company are capitalised; AND THAT the directors of the Company are authorised and instructed to appropriate and apply the aforementioned sum of £3,643,295 in paying up in full at par 14,573,180 Ordinary shares of £0.25 each in the capital of the Company and to allot such shares to Rolls-Royce Power Engineering PLC, as at the date of these resolutions.

**RESOLUTION 3**

It is hereby RESOLVED that in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, (SI 2007/3495) the directors of the Company are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006.

FRIDAY



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18/03/2022

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COMPANIES HOUSE

Signed: Nicola Carroll

Director

Name: Nicola Carroll

Dated: 14 March 2022