

No of Company 00333188

CLUGSTON GROUP LIMITED ("Company")

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

Passed on 28 October 2019

At the Annual General Meeting of the above named Company, duly convened and held at the offices of the Company at St Vincent House, Normanby Road, Scunthorpe, North Lincolnshire DN15 8QT on 28 October 2019 at 12.00 noon, Resolutions 1 to 4 inclusive were duly passed as Ordinary Resolutions and Resolution 5 was duly passed as a Special Resolution.

ORDINARY RESOLUTION (NO 4)

That, in accordance with Section 551 of the Companies Act 2006 ("Act"), the directors be generally and unconditionally authorised to exercise all and any powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £247,631 (exclusive of the shares in issue at the date this resolution is passed) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of that offer or agreement notwithstanding that the authority conferred by this resolution has expired.

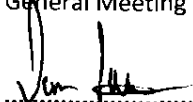
This authority is in substitution for all previous authorities conferred on the directors in accordance with Section 551 of the Act (which to the extent unused at the date of this resolution, are revoked with immediate effect but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such previous authorities).

SPECIAL RESOLUTION (NO 5)

That, subject to the passing of Resolution 4 and in accordance with Section 570 of the Act, the directors be and are generally empowered to allot equity securities (as defined in Section 560 of the Act) pursuant to the authority conferred by resolution 4, as if Section 561 of the Act did not apply to any such allotment, provided that this power shall:

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £74,289 (exclusive of the equity securities in issue at the date this resolution is passed) and
- (b) Expire on the conclusion of the next annual general meeting of the Company (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.

The above **RESOLUTION** is certified as being a true copy of the Special Resolution passed at the Annual General Meeting of the Company held on 28 October 2019.


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I PATTISON
Secretary

PRESENTED BY:-

Mr I Pattison
Company Secretary
Clugston Group Limited
St Vincent House
Normanby Road
SCUNTHORPE
North Lincolnshire
DN15 8QT

