

**THE COMPANIES ACT 2006**

**WRITTEN ORDINARY AND SPECIAL RESOLUTIONS OF**

**J.D. ALSTON (ESTATES)**

**COMPANY NUMBER: 00412323**

On .....10/04/2023..... the following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company:

*As ordinary resolutions in accordance with section 282 of the Companies Act 2006*

1. THAT the provision of the Company's memorandum of association setting out the share capital of the Company, which was in force immediately before 1 October 2009 and which is now deemed to form part of the Company's articles by virtue of Section 28 of the Companies Act 2006, be revoked pursuant to paragraph 42 of Schedule 2 to the Companies Act 2006 (commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860).
2. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised 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 £375,000 for Redeemable Preference shares provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of 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 or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

*As special resolutions in accordance with section 283 of the Companies Act 2006*

3. THAT, in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by the members as if section 561(1) of the CA 2006 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 £375,000 for Redeemable Preference shares; and

- (b) expire on on the fifth anniversary of 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 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.
4. THAT Article 5.1 of the Articles of Association be deleted and replaced with the following new Article 5.1:
- 5.1 The share capital of the Company is £2,068,495.00 divided into 684,495 Ordinary shares of 10p each and 2,000,000 Redeemable Preference Shares of £1 each.

Signed J. V. Wilson Director/Secretary

Presenter:

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