

CLEE & WEBB LIMITED

Company Number: 00496745

(the "Company")

Minutes of a meeting of the board of directors held at 45 LOCKFIELD AVENUE
ENFIELD EN3 7XZ on 31/1/2023 at 11.00AM.

Present: Julian Richard Webb (Chairman)
Michael Anthony Webb

1. Quorum

The Chairman reported that a quorum was present and declared that the meeting was open.

2. Declaration of interest

Each director present at the meeting disclosed in full every direct or indirect interest in the proposed arrangements that were to be considered at the meeting which they were required to disclose by section 177 of the Companies Act 2006 and the Company's articles of association.

3. Adoption of articles and re-designation of shares

It was noted that the Company intended to restructure its capital with the adoption of new articles of association to allow for multiple share classes, and for the existing shares held by the members of the Company to be re-designated into the same new share classes.

In accordance with section 636 of the Companies Act 2006, the following re-designations were to take place:

- a. 100 Ordinary Shares of £1.00 each in the capital of the Company be re-designated as 100 "A" Ordinary Shares of £1.00 each.

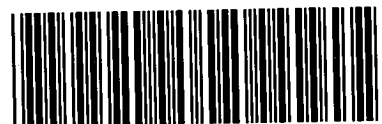
It was further noted that the new share classes were accordingly to enjoy a variation of rights attached to them, as set out in the proposed new articles of association, necessitating written consent from the members in question.

4. Documents produced to the meeting

Pursuant to the proposed restructuring of the share capital in the Company, the following documents were produced to the meeting:

- a. Draft new articles of association with the power to issue "A" Ordinary Shares, "B" Ordinary Shares, "C" Ordinary Shares and "D" Ordinary Shares.

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b. Draft written resolutions:

As ordinary resolutions:

- i. THAT the 51 Ordinary Shares of £1.00 each in the capital of the Company held by Michael Anthony Webb be and are hereby re-designated as 51 "A" Ordinary Shares of £1.00 each in the capital of the Company.
- ii. THAT the 49 Ordinary Shares of £1.00 each in the capital of the Company held by Julian Richard Webb be and are hereby re-designated as 49 "A" Ordinary Shares of £1.00 each in the capital of the Company.
- iii. THAT the directors of the Company shall be unconditionally authorised pursuant to Section 551 of the Companies Act 2006, to allot shares in the Company up to a maximum amount of £40,000 divided into 10,000 "A" Ordinary Shares of £1.00 each, 10,000 "B" Ordinary Shares of £1.00, 10,000 "C" Ordinary Shares of £1.00 each and 10,000 "D" Ordinary Shares of £1.00 each in accordance with Article 23 of the articles of association as adopted below, at any time during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.

As a special resolution:

- iv. THAT the Regulations attached hereto and initialed by the chairman for the purposes of identification be adopted as the articles of association of the company in substitution for and to the exclusion of the existing articles.

c. Draft written consents for the variation of share rights in accordance with section 630 of the Companies Act 2006.

5. Members approval

The secretary was instructed to send the ordinary and special resolutions to the eligible members of the Company as written resolutions, together with a written resolution procedure document detailing how members are to signify their agreement to the resolutions, and written class consents.

The meeting was adjourned in order that the eligible Members of the Company could approve the resolutions.

When the meeting resumed, it was noted that all ordinary and special resolutions had been passed by the eligible members and that the Company had adopted a new set of articles of association with the power to issue "A" Ordinary Shares, "B" Ordinary Shares, "C" Ordinary Shares and "D" Ordinary Shares. Additionally, the share class consents had been returned duly signed.

6. Statutory registers, filing, and certificates

The secretary was instructed to file a copy of the resolutions, together with a print of the articles of association, the written resolution procedure document, and forms SH08 and SH10 with the Registrar of Companies. The secretary was further instructed to update the register of members to reflect the change in designation of the shares.


It was resolved that new certificates be issued the appropriate Members to be signed by either:

- a. any two directors;
- b. one Director and the Company Secretary; or
- c. one Director in the presence of a witness.

It was further resolved that any old share certificates of the relevant Members be cancelled as appropriate.

7. Close

There was no further business and therefore the Chairman declared that the meeting was closed.


Chairman

CLEE & WEBB LIMITED
Company Number: 00496745
(the "Company")

Private Company Limited by Shares
The Companies Act 2006

Written resolutions of the eligible members of the Company, proposed by the directors of the Company

We, the undersigned, being the required majority of eligible members of the Company resolve:

Ordinary Resolutions

1. *THAT the 51 Ordinary Shares of £1.00 each in the capital of the Company held by Michael Anthony Webb be and are hereby re-designated as 51 "A" Ordinary Shares of £1.00 each in the Capital of the Company.*
2. *THAT the 49 Ordinary Shares of £1.00 each in the capital of the Company held by Julian Richard Webb be and are hereby re-designated as 49 "A" Ordinary Shares of £1.00 each in the Capital of the Company.*
3. *THAT the directors of the Company shall be unconditionally authorised pursuant to Section 551 of the Companies Act 2006, to allot shares in the Company up to a maximum amount of £40,000 divided into 10,000 "A" Ordinary Shares of £1.00 each, 10,000 "B" Ordinary Shares of £1.00 each, 10,000 "C" Ordinary Shares of £1.00 each and 10,000 "D" Ordinary Shares of £1.00 each in accordance with Article 23 of the articles of association as adopted below, at any time during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.*

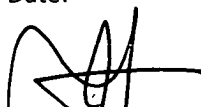
Special Resolution

4. *THAT the Regulations attached hereto and initialed by the chairman for the purposes of identification be adopted as the articles of association of the company in substitution for and to the exclusion of the existing articles.*



Michael Anthony Webb

Date:



Julian Richard Webb

Date:

CLEE & WEBB LIMITED
Company Number: 00496745
(the "Company")

Procedure of the Members Written Resolution

About the written resolutions

Written resolutions may be passed as ordinary or special resolutions. The former of which requires a simple majority of the eligible voting members to agree, whilst a special resolution requires three quarters of the eligible voting members to agree.

Agreeing to the resolution

Please signify your agreement to those resolutions which you do agree to by signing against your name where indicated and entering the date on which you signed the document. If you return the document signed, but undated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company.

You should also add your initials next to each Resolution you agree to. If you do not add your initials, it will be assumed that you agree to all the resolutions being passed.

Once completed, you should return the document to the Company at CLEE & WEBB LIMITED, Ramillies House, 2 Ramillies Street, London, W1F 7LN.

If you do not agree to any of the resolutions, then no further action is necessary.

Expiration

If not passed by the requisite majority of the total voting rights of eligible members, these written resolutions shall lapse in 28 days.

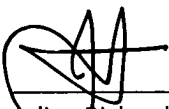
CLEE & WEBB LIMITED
Company Number: 00496745
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Written Consent Relating to a Variation of Class Rights

In accordance with section 630 of the Companies Act 2006, we, being the holders of not less than 3/4 of shares in nominal value of the issued Ordinary Shares of £1.00 each in the Capital of the Company, hereby irrevocably consent and agree to the passing of the Ordinary Resolutions accordingly marked and the Special Resolution also accordingly marked set out in the attached draft written resolution and every variation, modification or change of the rights, privileges and restrictions to the Ordinary Shares of £1.00 each as a class of shares which will or may be affected thereby.



Michael Anthony Webb
Date:



Julian Richard Webb
Date: