

PORTER AND MAKINS LIMITED

(Registered in England - No 00586007)

WRITTEN RESOLUTIONS

(Circulated on 26 September 2022)

("Circulation Date")

The directors of the Company propose that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions be passed in the case of the first and the second as ordinary resolutions:


ORDINARY RESOLUTIONS

- 1 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), for the purposes of section 175 Companies Act 2006, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of duty of a director under that section to avoid a situation in which he has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company.
- 2 THAT the directors of the company are generally and unconditionally authorised in accordance with section 551 CA 2006 and in substitution for any existing authority conferred on them in accordance with section 551 CA 2006 to exercise all the powers of the company:
 - 2.1 to allot shares in the company; and/or
 - 2.2 to grant rights to subscribe for or to convert any security into shares in the company ("**Rights**")

up to an aggregate nominal amount of £2,300,000 for a period of five years from the date of adoption of these articles save that in accordance with section 551(7) CA 2006 the company may before the expiry of such period make any such offer(s) or agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights pursuant to any such offer(s) or agreement(s) as if this authority had not expired.


If you agree to the above resolutions, please signify your agreement by signing and dating this document where indicated and returning it to the Company by delivering the signed copy by hand to Mills & Reeve LLP, 1 City Square, Leeds, LS1 2ES (ref: 0059019-0012). Unless sufficient agreement has been received for the resolution to pass by the Circulation Date, they will lapse.

I, the undersigned, being a member entitled to vote on the above resolution on the Circulation Date **IRREVOCABLY AGREE** to the above resolution:

Signature: 

Name: **WILLIAM JOHN JORDAN**

Date: 26/9/22

Signature: 

Name: **DEBORAH ANN JORDAN**

Date: 26/9/22