


Registered Number: 01659383

**THE COMPANIES ACTS**  
**LAND INSTRUMENTS INTERNATIONAL LIMITED**  
**(THE "COMPANY")**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**RESOLUTION TO WHICH CHAPTER 3**  
**OF PART 3 OF THE COMPANIES ACT 2006 APPLIES**

On 22 December 2023 the sole shareholder of the Company, with the intent that it take effect as if agreed by the Company in general meeting, took the following decisions which would otherwise not have been effective for its purpose unless passed as a special resolution:

1. **THAT** on 1 November 2023 the sole shareholder had passed a special resolution redesignating all of the Company's issued share capital into ordinary shares of £1.00 each (the "**Resolution**").
2. **THAT** the Resolution incorrectly referenced 441,157 cumulative convertible participating preferred ordinary shares of £1.00 each ("**Preferred Ordinary Shares**") and 286,000 cumulative preference shares of £1.00 each ("**Cumulative Preference Shares**") being redesignated into ordinary shares of £1.00 each, having the rights and being subject to the restrictions as set out in the articles of association of the Company.
3. **THAT** it was always the sole shareholder's intention for the resolution to refer to the redesignation of 727,157 Preferred Ordinary Shares into ordinary shares of £1.00 each, having the rights and being subject to the restrictions as set out in the articles of association of the Company, and for the Resolution to not refer to any Cumulative Preference Shares being redesignated into ordinary shares of £1.00 each.
4. **THAT** any conduct of the directors on 1 November 2023 in connection with the circulation of the Resolution containing the incorrect issued share capital of the Company be ratified to the extent that it amounted to negligence, default, breach or duty of trust in relation to the Company such that:
  - (a) all such decisions and actions be affirmed and adopted by the Company;
  - (b) the Company and the sole shareholder acknowledges that 727,157 Preferred Ordinary Shares were redesignated into 727,157 ordinary shares of £1.00 each on 1 November 2023 and for the Company's register of members to be written up to reflect the same; and
  - (c) all claims the Company may have against the directors by reason of such conduct be released.

DocuSigned by:  
  
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12/29/2023

Date .....

Director on behalf of **LAND INSTRUMENTS  
INTERNATIONAL LIMITED**

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COMPANIES HOUSE