

Company number 03046293

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF**

**GEE BEE LIMITED (the "Company")**

On 19 March 2024, the following written resolutions were passed as special resolutions in respect of resolutions 1, 2, 4 and 5 and ordinary resolutions in respect of resolution 3 in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

**SPECIAL RESOLUTIONS**

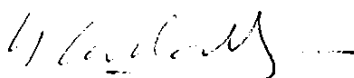
1. That the articles of association attached to this written resolution (the "**New Articles**") be adopted as the Company's articles of association in substitution for, and to the exclusion of, the Company's existing articles of association.
2. That, subject to the passing of Special Resolution 1 above and adoption of the New Articles, in accordance with article 3.4.1 of the New Articles, the Company be authorised to redeem all of the 6,350,000 preference shares of £0.01 each in the capital of the Company held by the Company's sole shareholder, Princes Limited.

**ORDINARY RESOLUTIONS**

3. That:
  - 3.1. the directors are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**") up to a maximum nominal amount of £1; and
  - 3.2. this authority expires five years from the date on which this resolution is passed but that the Company may make offers or agreements before this authority expires which would or might require shares to be allotted, or Rights to be granted, after the authority expires and the directors may allot shares and grant Rights pursuant to any of those offers or agreements as if this authority had not expired.

**SPECIAL RESOLUTIONS**

4. That, subject to the passing of resolution 3:
  - 4.1. the directors are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by resolution 3 as if section 561 of the Companies Act 2006 did not apply to the allotment; and
  - 4.2. this power expires when the authority conferred by resolution 3 is revoked or would (if not renewed) expire but that the Company may make offers or agreements before this power expires that would or might require equity securities to be allotted after the power expires and the directors may allot equity securities pursuant to any of those offers or agreements as if this power had not expired.
5. The signatory to these resolutions consents to the resolutions for the purposes of the articles of association of the Company and the New Articles, as the holder of class rights in respect of each class of share, the Companies Act 2006 and generally for all other purposes.

  
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Director