

Company number 03401569

Private company limited by shares

Written resolution
of
NEWMANS FUNERAL DIRECTORS LIMITED (the "Company")

On the 19th day of *January* 2024, the following written resolutions (such resolutions being passed as an ordinary resolution (in the case of the first resolution) and as a special resolution (in the case of the second resolution) were approved by the eligible members pursuant to sections 288 to 300 of the Companies Act 2006 (the "**Act**") (the '**Resolutions**')):

1. "That the directors be and is hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority."
2. "That the issued share capital of the company be increased from £100.00 to £155,100.00 by the creation of 155,000 redeemable preference shares of £1.00 each ('**Redeemable Preference Shares**') with the rights and restrictions set out below.

RIGHTS OF THE REDEEMABLE PREFERENCE SHARES OF £1.00

The Redeemable Preference Shares shall have the following rights as hereinafter contained:

1.1 Paid up nominal value

Each share shall be issued with a paid up nominal value of £1.00 and each share issued shall be fully paid up.

1.2 Provisions for redemption

The Company may, subject to the provisions of the Act, at any time redeem the whole or any part of the Redeemable Preference Shares upon giving to the shareholder(s), whose shares are to be redeemed, not less than one month's notice in writing. The Company shall not be entitled to redeem any Redeemable Preference Shares unless it is a fully paid share.

In the case of a partial redemption, the Redeemable Preference Shares to be redeemed shall be selected by drawings to be made at such place and in such manner as the directors in their absolute discretion shall determine.

Any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption. At the time and place so fixed,

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each holder thereof shall be bound to surrender to the Company for cancellation the certificates for their shares which are to be redeemed for cancellation. Upon such surrender, the Company shall pay to them the amount due upon redemption. If any certificate so surrendered to the company shall include any Redeemable Preference Shares not then to be redeemed, a fresh certificate for those shares shall be issued without charge.

There shall be paid on each Redeemable Preference Share redeemed the amount of £1.00 paid up thereon.

1.3 Rights on liquidation

On a liquidation of the Company the issued Redeemable Preference Shares shall rank in preference to any distribution made on the ordinary shares.

1.4 Capital distribution

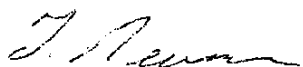
The Redeemable Preference Shares shall not be entitled to any other capital distribution other than on their redemption in accordance with paragraph 1.2 or in a liquidation in accordance with paragraph 1.3.

1.5 Voting rights

The Redeemable Preference Shares shall carry no votes at any time.

1.6 Dividend rights

The Redeemable Preference Shares have a right to a coupon of 2% per annum. If the annual coupon is not taken, it will accumulate."


.....
Chairperson

.....19/01/2024
Date