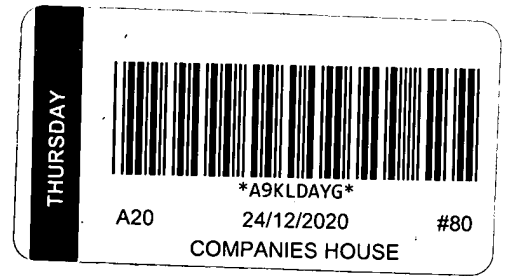


**Notice of Resolutions passed**

**by**

**WESTMINSTER GROUP PLC**



**Registered in England with Company No. 03967650**

**(the "Company")**

At a general meeting of the Company duly convened and held at Westminster House, Blacklocks Hill, Banbury, Oxfordshire, OX17 2BS on 21 December 2020 all of the resolutions put to the meeting were duly passed, as follows:

**ORDINARY RESOLUTIONS**

**Resolution 1**

1. THAT the share capital of the Company be re-organised by subdividing and re-designating each of the issued ordinary shares of 10 pence each in the capital of the Company into:
  - (a) one new ordinary share of 0.1 pence each in the capital of the Company (a "New Ordinary Share"); and
  - (b) one new deferred share of 9.9 pence each in the capital of the Company (a "Deferred Share"), each Deferred Share having the rights set out in the Company's articles of association to be amended pursuant to Resolution 3.

**Resolution 2**

2. THAT, subject to and conditional upon the passing of resolution 1 above, the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act"), in addition to all previous authorisations, to exercise all the powers of the Company, to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £150,000 in connection with the Placing (as defined in the circular to shareholders issued by the Company on 4 December 2020, containing this Notice of General Meeting (the "Circular")) (the "Placing"). and this authorisation shall, unless previously revoked by resolution of the Company, expire on the date falling 15 months from the date on which this Resolution is passed or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2021, and that the Company may, at any time before such expiry, make offers or enter into agreements 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 in pursuance of any such offer or agreement as if this authorisation had not expired.

**SPECIAL RESOLUTIONS**

**Resolution 3**

3. THAT, conditional on the passing of Resolution 1 above, the articles of association of the Company be amended by the insertion of a new Article 3, as follows:
  - "3.1 The issued share capital of the Company at the date of amendment of these articles is made up of 286,527,511 Ordinary Shares of 0.1 pence ("Ordinary

Shares”) and 286,527,511 deferred shares of 0.9 pence each (“Deferred Shares”).

3.2 The Deferred shares shall have the rights, and shall be subject to the restrictions, set out in Articles 3.3 (a) to (e) below:

3.3 (a) A Deferred Share:

- (i) does not entitle its holder to receive any dividend or other distribution;
- (ii) does not entitle its holder to receive a share certificate in respect of the relevant shareholding;
- (iii) does not entitle its holder to receive notice of, nor to attend, speak or vote at, any general meeting of the Company;
- (iv) entitles its holder on a return of capital on a winding up of the Company (but not otherwise) only to the repayment of the amount paid up on that share after payment of the capital paid up on each Ordinary Share of one penny in the share capital of the Company and the further payment of £1,000,000 on each such ordinary share; and
- (v) does not entitle its holder to any further participation in the capital, profits or assets of the Company.

(b) The Deferred Shares shall not be capable of transfer at any time other than with the prior written consent of the directors of the Company.

(c) The Company may at its option and is irrevocably authorised at any time after the creation of the Deferred Shares to:

(i) appoint any person to act on behalf of any or all holder(s) of a Deferred Share(s), without obtaining the sanction of the holder(s), to transfer any or all of such shares held by such holder(s) for nil consideration to any person appointed by the directors of the Company;

(ii) without obtaining the sanction of the holder(s), but subject to the Statutes:

(A) purchase any or all of the Deferred Shares then in issue and to appoint any person to act on behalf of all holders of Deferred Shares to transfer and to execute a contract of sale and a transfer of all the Deferred Shares to the Company for an aggregate consideration of one penny payable to one of the holders of Deferred Shares to be selected by lot (who shall not be required to account to the holders of the other Deferred Shares in respect of such; and

- (B) cancel any Deferred Share without making any payment to the holder;
- (d) Any offer by the Company to purchase the Deferred Shares may be made by the Directors of the Company depositing at the registered office of the Company a notice addressed to such person as the Directors shall have nominated on behalf of the holders of the Deferred Shares; and
- (e) The rights attaching to the Deferred Shares shall not be, or be deemed to be, varied, abrogated or altered by:
  - (i) the creation or issue of any shares ranking in priority to, or pari passu with, the Deferred Shares;
  - (ii) the Company reducing its share capital or share premium account;
  - (ii) the cancellation of any Deferred Share without any payment to the holder thereof; or
  - (iii) the redemption or purchase of any share, whether a Deferred Share or otherwise,

nor by the passing by the members of the Company or any class of members of any resolution, whether in connection with any of the foregoing or for any other purpose, and accordingly no consent thereto or sanction thereof by the holders of the Deferred Shares, or any of them, shall be required."

#### **Resolution 4**

4. THAT conditional on the passing of Resolution 1 above, the directors of the Company are empowered pursuant to section 571(1) of the Act, in addition to all previous powers, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorisation conferred by Resolution 1 above as if section 561 of the Act did not apply to the allotment, provided that this power is limited to the allotment of equity securities up to an aggregate nominal amount of £150,000 in connection with the Placing. This power shall, unless previously revoked by resolution of the Company, expire on the date falling 15 months from the date on which this Resolution is passed or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2021, and that the Company may, at any time before the expiry of this power, make offers or enter into agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

  
Signed by:

Chairman

**For and on behalf of Westminster Group PLC**

**21 November 2020**