

COMPANY NUMBER: 04358496

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

R HANSON & SON (UK) LIMITED (the "**Company**")

1st April 2021 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**CA 2006**"), the director of the Company proposes that the following resolutions are passed, in the case of resolutions 1 and 2 as ordinary resolutions, and resolutions 3, 4 and 5 as special resolutions (the "**Resolutions**"):

IT WAS RESOLVED

ORDINARY RESOLUTIONS

1. Creation of a new class of shares

THAT new classes of ordinary shares (together, the "**New Shares**") be created in the share capital of the Company in the manner set out below:

1.1 the A ordinary shares of £1 each in the capital of the Company ("**A Share**");

1.2 the B ordinary shares of £1 each in the capital of the Company;

in each case such New Shares having the rights and being subject to the restrictions in the New Articles (as defined below).

2. Authority to allot shares

THAT the director is generally and unconditionally authorised to allot shares in the Company for a period of one year from the date of this resolution save that in accordance with section 551(7) of the CA 2006 the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares pursuant to such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

3. Re-designation of Subscriber Share

THAT subject to the approval of resolutions 1 and 4, the existing 200,000 ordinary shares of £1 in the capital of the Company be re-designated as 200,000 A Shares, having the rights and being subject to the restrictions set out in the New Articles.

4. Adoption of New Articles

THAT with effect from the passing of this resolution, new articles of association in the new form annexed to this written resolution and marked for the purposes of identification (the "**New Articles**") be approved and adopted as the articles of association of the Company in the substitution for and to the exclusion of the existing articles of association.



5. Disapplication of pre-emption rights

THAT subject to the passing of resolution 2 in accordance with section 570 of the CA 2006, that directors be and are hereby generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- 5.1 be limited to an aggregate nominal amount of £99; and
- 5.2 expire one year from the date of these Resolutions are passed, (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by these Resolutions has expired.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by **MARCUS GREEN**



Date

1st APRIL 2021

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply. You can agree to some of the Resolutions or none of them, but you cannot agree to one of them only.
3. Once you have indicated our agreement to the Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received within 28 days of the Circulation Date referred to above for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. The Resolutions must be delivered to Companies House within 15 days of being passed.