

Company Number: 04546802

RESOLUTIONS

of

LUMINOUS REPUTATION MANAGEMENT LIMITED (Company)



The resolutions below were duly passed on 23/11/2023 by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

1. THAT with immediate effect the articles of association of the Company be amended by deleting article 2.1.¹

ORDINARY RESOLUTIONS

2. THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in clause 3.4 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.
3. THAT, in accordance with section 618 of the Companies Act 2006, the 100 Ordinary Shares of £1.00 each in the share capital of the Company be and are hereby subdivided into 1,000 Ordinary Shares of £0.10 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing Ordinary Shares of £1.00 each in the capital of the Company as set out in the Company's articles of association for the time being.
4. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £24 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1 December 2024 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

¹ The Company's articles of association as amended by Resolution 1 are attached.

SPECIAL RESOLUTION

5. THAT, subject to the passing of resolution 4 and in accordance with section 570 of the Companies Act 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 4, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:
- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £24;
and
 - (b) expire on 1 December 2024 (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 expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed
Director


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23/11/23

[attach amended articles of association]