

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**

of

**G R TURNBULL & SON LTD**

**Company number 5497542**

**("the Company")**



Dated on the 20th day of March 2023 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company recommend that the resolution below is passed as a Special Resolution.

The undersigned being a member of the above-mentioned Company (which is a private company) entitled to attend and vote on the Resolution below, agrees to the passing of the Resolution, pursuant to section 288 of the Companies Act 2006.

**SPECIAL RESOLUTION:**

(A) **THAT** under the terms of the Companies Act 2006 and on the adoption of the new Articles of Association of the Company (as per the below) the authorised share capital of the Company be dispensed with, and limits applied to the Directors' authority as set out in the new Articles attached; and

(B) **THAT** the 2 issued shares as held by PETER TURNBULL (1) and RICHARD TURNBULL (1) be reclassified as "A" Ordinary Shares of £1 each. The new Articles will allow for a share capital that is comprised of "A" Ordinary Shares of £1 each, "B" Ordinary Shares of £1 each and "C" Ordinary Shares of £1 each

(C) **THAT** the Directors be unconditionally authorised pursuant to S.551 of the Companies Act 2006 to allot shares in the share capital of the Company which are unissued at the time of the passing of this resolution at any time or times during the period of five years from the date hereof;

(D) **THAT** the company update its Articles of Association in line with the Companies Act 2006 and that the regulations set forth in the printed document produced to this meeting be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Memorandum and Articles thereof; and

(E) **THAT** any rights of pre-emption, whether conferred in the Articles of Association, by statute or otherwise, be disapplied for this transaction

Signed P. Turnbull

PETER TURNBULL

Signed RL Turnbull

RICHARD TURNBULL

#### NOTES TO THE MEMBERS

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company **by hand or by post** to the registered office of the Company at [ Sinnington Grange Farm, Sinnington, York, N Yorks, YO62 6RB]
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by the date which is 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolution, please indicate your agreement and notify us as soon as possible.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

FIRST CORPORATE  
UNIT 12, GREENWAY FARM  
BATH ROAD  
WICK  
BRISTOL BS30 5RL