

NIMACUS LIMITED (Company Number 06039242)

WRITTEN RESOLUTIONS

(Circulated 2nd October 2023) ("Circulation Date")

The directors of the Company propose that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions numbered 1-3 be passed as ordinary resolutions and the resolution numbered 4 be passed as a special resolution (the "**Resolutions**"):

ORDINARY RESOLUTIONS

1. THAT, in accordance with section 618 of the Companies Act 2006, the 4 Ordinary Shares of £1.00 each in the issued share capital of the Company be sub-divided into 100 Ordinary Shares of £0.04 each, such shares having the rights and being subject to the restrictions as set out in the Company's articles of association to be adopted pursuant to the resolution numbered 4.
2. THAT, the 75 Ordinary shares of £0.04 in the capital of the Company held by Nigel Dunand be reclassified as:
 - a. 73 A Ordinary shares of £0.04 each; and
 - b. 2 B Ordinary shares of £0.04 eachhaving the rights as set out in the Company's articles of association to be adopted pursuant to the resolution numbered 4.
3. THAT, the 25 Ordinary shares of £0.04 in the capital of the Company held by Mary Dunand be reclassified as 25 A Ordinary shares of £0.04 having the rights as set out in the Company's articles of association to be adopted pursuant to the resolution numbered 4.

SPECIAL RESOLUTION

4. THAT, the articles of association of the Company in the form attached be adopted as the Company's articles of association in substitution for the existing articles.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions. The undersigned, entitled to vote on the Resolutions as of the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by **NIGEL DUNAND**

.....*N. Dunand*.....

Date

.....2nd October 2023.....

Signed by **MARY DUNAND**

.....*Mary Dunand*.....

Date

.....~~24 July 2023~~^{mb} 2nd October 2023.....

Notes:

If you agree to the Resolutions please sign and date this document and return it to the Company by using one of the following methods:

By post: returning the signed copy by post to mfg Solicitors LLP, Adam House, Birmingham Road, Kidderminster DY10 2SH

By email: by attaching a scanned copy of the signed document to an e-mail and sending it to clare.lang@mfgsolicitors.com

1. 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.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless by 23.59 on the date falling 28 days after the Circulation Date of this Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. 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 Company's register of members.
5. 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.