

PRINT RESOLUTION

PRIVATE COMPANY LIMITED BY SHARES

JONATHAN COLLINS & ASSOCIATES LTD

(the "**Company**")

Notification of written resolutions of the Company proposed by the director and having effect as ordinary and special resolutions of the Company pursuant to the provisions of part 13 of the Companies Act 2006.

DATE PASSED: 13 June 2023

I, the undersigned, being a director of the Company, hereby certify that the following written resolutions were circulated to the sole eligible member of the Company and that the written resolutions were received, duly signed by the sole member and were duly passed on the date stated above.

ORDINARY RESOLUTION

1. **THAT** the 1 issued ordinary share of £1.00 in the capital of the Company be and is hereby redesignated as 10 Series A shares of £0.10 each in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 4 (the "**Series A Shares**").
2. **THAT** in accordance with section 551 of the Act, the sole director of the Company be and hereby is generally and unconditionally authorised to allot (i) ordinary shares of £0.10 each in the capital of the Company (the "**Ordinary Shares**") and (ii) Series A Shares, each having the rights and being subject to the restrictions set out in the articles of association of the Company to be adopted pursuant to Resolution 4 (the "**Articles**"), or grant rights to subscribe for or to convert any security into the Ordinary Shares or the Series A Shares in the Company ("**Rights**") up to an aggregate nominal value of £9.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the passing of these Resolutions save that the Company may, before such expiry, make an offer or agreement which would or might require the Ordinary Shares or the Series A Shares to be allotted or Rights to be granted and the sole director may allot Ordinary Shares or the Series A Shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority is in addition to all previous authorities conferred on the sole director in accordance with section 551 of the Act.

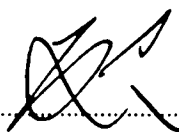
SPECIAL RESOLUTION

3. **THAT**, subject to the passing of Resolution 2 above, in accordance with section 570 of the Act, the sole director be generally empowered to allot Ordinary Shares or the Series A Shares pursuant to the authority conferred by

Company Number 07633003

Resolution 2 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall (a) be limited to the allotment of Ordinary Shares or the Series A Shares up to an aggregate nominal amount of £9.00 in aggregate and (b) expire five years from the date the 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 Ordinary Shares or the Series A Shares to be allotted after such expiry and the sole director may allot Ordinary Shares or the Series A Shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

4. **THAT** the draft regulations attached to these written resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.



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Director

For and on behalf of Jonathan Collins &
Associates Ltd