

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CAROUSEL FUN LIMITED

Company number 08129264

(the "Company")

Dated 3 November 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 are passed as special resolutions (the "Special Resolutions").

SPECIAL RESOLUTIONS

1. **THAT** the issued share capital of 100 ordinary shares of £1.00 each be re-classified as 50 A Ordinary shares of £1.00 each, and 50 B Ordinary Shares of £1 each having the respective rights and restrictions set out in the articles of association to be amended pursuant to resolution 2 below. For the avoidance of doubt, Mr D W Wallis will own 50 'A' Ordinary Shares of £1 each and Mrs P Wallis will own 50 'B' Ordinary Shares of £1 each.
2. **THAT** the Company's articles of association be amended by the insertion of a new articles 60 as follows:

60. Share Capital and rights

- 60.1 The issued share capital of the Company at the date of the adoption of this article is £100 (one hundred pounds) divided into 50 'A' Ordinary Shares of £1.00 each and 50 'B' Ordinary Shares of £1 each.
- 60.2 The profits of the Company in respect of each financial year may be distributed by way of dividend pursuant to paragraphs 43 to 45, as the Director(s) may (if at all) by resolution declare and authorise in such amounts(s) and at such time(s) as they may think fit on any or all of the 'A' or 'B' Ordinary Shares (and, for the avoidance of doubt, different amount(s) of dividend (if any) may be declared on each).
- 60.3 On a return of assets on liquidation or otherwise (except on a redemption of shares of any class or the purchase by the Company of its own shares) the assets of the Company remaining after the payment of its liabilities shall be distributed between all the members holding 'A' and 'B' Ordinary Shares pari passu as if one class of shares and apportioned pro-rata according to the number(s) of such shares held by them.
- 60.4 Each holder of the 'A' and/or 'B' Ordinary Shares shall be entitled to receive notice of and attend either in person or by proxy any general meeting of the Company and on a show of hands shall have one vote

for each and every such share held by them.

- 60.5 Each member shall be deemed to acknowledge and agree to the provisions of these Articles and in particular to the terms of this Article 60 and further to covenant and agree with the Company and each other member for the time being not to challenge, impugn or question the exercise or non-exercise by the Director(s) of their powers under 60.2) above”.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Special Resolutions on 3 November 2022, hereby irrevocably agree to the Special Resolutions.

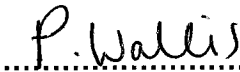
Signed by David William Wallis



Date

3 November 2022

Signed by Penelope Wallis



Date

3 November 2022

NOTES

1. You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree with all the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By hand/post:** delivering the signed copy to:- Advance Accountancy Ltd, 71/73 Hoghton Street, Southport, Merseyside, PR9 0PR

If you do not agree to all the Special 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 Special Resolutions, you may not revoke your agreement.

3. Unless, by 3 November 2022, sufficient agreement has been received for the Special Resolution to pass, they will lapse. If you agree to the Special 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 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.