

**Company No 08397254**

**Milestone Risk Solutions Limited (the "Company")**

**Special Written Resolutions**

**By the Sole Shareholder**

Passed on 12/3/2024

The following special written resolutions were duly passed pursuant to Chapter 2 of Part 13 and Chapter 8 of Part 17 of the Companies Act 2006, on 12/3/2024 by the sole shareholder of the Company as Special Written Resolutions.

WHEREAS, it is deemed necessary and in the best interest of the Company to increase its share capital and simplify the share structure.

WHEREAS, the current share capital of the Company is equivalent to 200 GBP divided into 140 Ordinary Shares and 60 Class A Shares with a nominal value of 1 (One) GBP each.

AND WHEREAS, the Directors of the Company have recommended to (i) Re-designate the Class A Shares into Ordinary Shares and (ii) increase in the Company's Share Capital by creating new ordinary shares and increasing the nominal value of the shares.

**NOW, THEREFORE, BE IT RESOLVED as Special Written Resolutions of the Sole Shareholder of Milestone Risk Solutions Limited that:**

1/ The share capital of the Company be and is hereby increased from Two Hundred GBP divided into 140 Ordinary Shares and 60 Class A Shares with a nominal value of 1 (One) GBP each to One Million GBP divided into 100,000 Ordinary Shares with a nominal value of 10 (ten) GBP each, carrying the same rights and privileges and ranking pari passu in all respects by:

- a. Re-designating 60 Class A Shares into 60 Ordinary Shares carrying the same rights and privileges and ranking pari passu in all respects.
- b. Increasing the nominal value of all existing ordinary shares (i.e 200 Ordinary Shares) from a nominal value of 1 (One) GBP each to a nominal value of 10 (Ten) GBP each.
- c. Creating 99,800 new Ordinary Shares with a nominal value of 10 (Ten) GBP each.

2/The articles of association of the Company be and are hereby amended by way of cancellation of Article 20 A which was inserted by virtue of the special resolution passed on 02/03/2015 and the replacement of the cancelled Article by:

**Article 20 A (new) – Share Rights**


- (1) The issued share capital of the company is 1,000,000 GBP (One Million) divided into 100,000 (One hundred thousand) ordinary shares with a nominal value of 10 (Ten) GBP each.**
- (2) All the shares shall carry the same rights and privileges and shall rank pari passu in all respects.**

DS

- 3/ Any Director of the Company is authorized to appoint, on behalf of the shareholder, any agents, solicitors, or other professionals necessary to carry out the provisions of these resolutions and in general to do all such acts and things as they may, in their absolute discretion, deem necessary or desirable to give effect to these resolutions
- 4/ Any Director of the Company or the Company Secretary is hereby authorized to execute and deliver all documents and do all acts and things as may be necessary or desirable to give effect to these resolutions.
- 5/ Any Directors of the Company shall promptly notify the Financial Conduct Authority (FCA) of the increase in share capital and the conversion of Class A shares in accordance with the regulatory requirements.
- 6/ It was further RESOLVED that, upon the Special Written Resolutions being signed by the sole shareholder, any Director or the Company Secretary be instructed to file the following with Companies House:
- (a) SH01 and SH08 Forms.
  - (b) these Special Written Resolutions.
  - (c) the amended articles of association

These resolutions shall be effective upon filing with Companies House and any other relevant authorities.

DocuSigned by:



CA2018322DF5429

12-Mar-2024

.....

**Chedid Europe Insurance and Reinsurance Brokerage Limited**

Represented by

**Farid Chedid**