

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

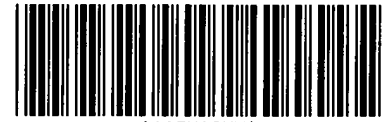
of

MECH-TOOL HOLDINGS LIMITED

(the "Company")

Dated 28 / 09 / 2021 (the "Circulation Date")

TUESDAY



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05/10/2021

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**2006 Act**"), the directors of the Company propose that resolution 1 below is passed as an ordinary resolution and resolutions 2 and 3 below are passed as special resolutions (together, the "**Resolutions**"):

AS AN ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the 2006 Act and subject to the passing of resolution 2 below, the directors are generally and unconditionally authorised for the purposes of section 551 of the 2006 Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to 5,612 B ordinary shares of £1 each, having the respective rights and subject to the respective restrictions set out in the New Articles (as defined in resolution 2 below), at any time or times during the period of five years from the date of this resolution, and the directors may, after that period, allot any such shares or grant any such rights under this authority in pursuant of an offer or agreement so to do made by the Company within that period. The authority given by this resolution may at any time (subject to section 551 of the 2006 Act) be renewed, revoked or varied by ordinary resolution of the Company in general meeting. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the 2006 Act.

AS SPECIAL RESOLUTIONS

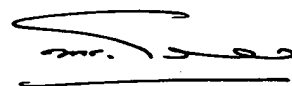
2. **THAT**, the regulations contained in the document attached to this resolution (the "**New Articles**") and, for the purposes of identification initialled by a director of the Company, be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association.
3. **THAT**, in accordance with section 570 of the 2006 Act and subject to the passing of resolution 1 above, the directors be given general and unconditional authority to allot, for cash, the shares set out in resolution 1 above as if section 561(1) of the 2006 Act and any other applicable rights of pre-emption did not apply to such allotment.

Attachment: The New Articles.

AGREEMENT

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

Signed by **Marshall Kenneth Garner**



Date:

28 September 2021

Signed by **Veronica Garner**



Date:

28 September 2021

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post to the Company at its registered address for the time being. You may not return this document to the Company by any other method.
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless within 28 days of the Circulation Date sufficient agreement is received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us within this period.