

**SHEEPY MAGNA LIMITED (the "Company")**  
**A PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION OF THE MEMBERS**

Circulation Date: 28<sup>TH</sup> OCTOBER 2022

Date Passed: 28<sup>TH</sup> OCTOBER 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose and recommend that the following resolution numbered 2 is passed as a special resolution of the members of the Company (the "**Resolution**"):

**SPECIAL RESOLUTION**

1. IT IS NOTED THAT the Resolution is being proposed in connection with a proposed reduction of the Company's share capital and is supported by a Solvency Statement made for the purposes of Section 642 of the Companies Act 2006 (the "**Solvency Statement**"). A copy of the signed Solvency Statement accompanies this Resolution.
2. IT IS RESOLVED THAT, subject to the approval of the Registrar of Companies, the capital of the Company be reduced by £2,700,000 from £6,710,000 to £4,010,000 and that such reduction be effected by the cancellation of 2,700,000 redeemable preference shares of £1 each registered in the names of Anna Sian Smith (1,350,000 shares) and John Charles Pennington Smith (1,350,000 shares), and the amount so reduced be repaid immediately (without first being credited to any reserve of the Company) to the Company's shareholders giving rise to the following receipts:

Shareholder	Repayment £
Anna Sian Smith	1,350,000
John Charles Pennington Smith	1,350,000

3. IT IS NOTED THAT the Resolution, if passed, will be filed with the Registrar of Companies together with a copy of the Solvency Statement, a Directors Statement (under Section 644(5) of the Companies Act 2006) and a statement of capital (Companies House Form SH19) in respect of the reduction noted above, within 15 days of the date on which the Resolution is passed.

**Agreement: Please read the notes at the end of this document before signifying your agreement to the Resolution.**

The undersigned, being the persons entitled to vote on the Resolution on the Circulation Date set out above, hereby irrevocably agree to the passing of the Resolution.



Company No. 12345678

Signed by **ANNA SIÂN SMITH**

Member

*S. Smith*

Date of signature

28<sup>th</sup> OCTOBER 2022

Signed by **JOHN CHARLES PENNINGTON SMITH**

Member

*J.C. P. Smith*

Date of signature

28<sup>th</sup> OCTOBER 2022

**Notes:**

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document above and then return it to the Company by delivering it by hand to or posting it to Sheepy Magna Limited at Rye Hills Barn, Watery Lane, Sheepy Magna, Warwickshire CV9 3RG.
2. If you do not agree to the Resolution you do not need to do anything: you will not be deemed to have agreed to the Resolution by failing to reply.
3. Once you have indicated your agreement to the Resolution you may not revoke that agreement.
4. Unless within 15 days of the Circulation Date noted at the beginning of this document sufficient agreement has been received for the Resolution to pass, the Resolution will lapse. If you do agree to the Resolution, please ensure that this document, duly signed and dated as explained in Note 1 above, is received by Sheepy Magna Limited at Rye Hills Barn, Watery Lane, Sheepy Magna, Warwickshire CV9 3RG within 15 days of the Circulation Date.
5. If you are signing this document on behalf of a person under a power of attorney or other similar authority, you must send a certified copy of that power of attorney or other authority when returning this document.