

Company Number 09804873

COMPANIES ACT 2006

PRIVATE LIMITED COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CERES (EAST MIDLANDS) LIMITED

(the "Company")

The following Resolutions were effectively passed on 22 August 2023 as written resolutions signed by the holders of not less than 75% of the total voting rights of 'eligible members' of the Company (as defined in section 289 of the Companies Act 2006) entitled to receive notice of and to attend and vote at general meetings.

ORDINARY RESOLUTION

AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares in the Company and/or grant rights to subscribe for or to convert any security into shares in the Company up to 111 B Ordinary shares of £1.00 each, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years after the date of this resolution.

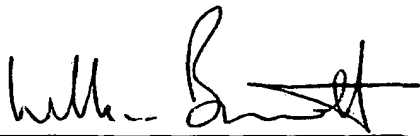
SPECIAL RESOLUTIONS

ADOPTION OF NEW ARTICLES OF ASSOCIATION

THAT the articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

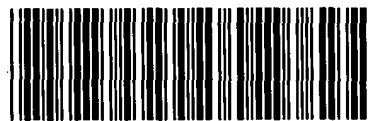
DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1 above, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall expire on the date falling five years after the date of this resolution.



Certified to be a true copy
of the Resolutions passed

SATURDAY



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02/09/2023

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COMPANIES HOUSE