

Company number **09988464**

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

&SONS TRADING COMPANY LIMITED ("Company")

Circulation Date: 28th September 2023

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions ("**Ordinary Resolutions**") and that resolution 3 below is passed as a special resolution ("**Special Resolution**").

ORDINARY RESOLUTIONS

Resolution 1: sub-division of share capital
THAT, in accordance with section 618 of the Companies Act 2006, the 100 ordinary shares of £1.00 each in the issued share capital of the Company be sub-divided into 1000 ordinary shares of £0.10 each.
Resolution 2: re-designation of share capital
THAT, the 1000 ordinary shares of £0.10 each in the share capital of the Company be re-designated as follows: <ul style="list-style-type: none">• 225 ordinary shares of £0.10 each held by James Peter Cowdale be re-designated as 225 B ordinary shares of £0.10 each in the capital of the Company;• 25 ordinary shares of £0.10 each held by James Peter Cowdale be re-designated as 25 D ordinary shares of £0.10 each in the capital of the Company;• 675 ordinary shares of £0.10 each held by Philip Edward James be re-designated as 675 A ordinary shares of £0.10 each in the capital of the Company; and• 75 ordinary shares of £0.10 each held by Philip Edward James be re-designated as 75 C ordinary shares of £0.10 each in the capital of the Company.

SPECIAL RESOLUTION

Resolution 3: Adopt new articles of association

THAT, the Articles of Association annexed to this Written Resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.

AGREEMENT

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

The undersigned, being persons entitled to vote on the resolutions above on the Circulation Date hereby irrevocably agrees to the Ordinary Resolutions and the Special Resolution:

Signed by James Peter Cowdale:

DocuSigned by:

James Peter Cowdale

Date:

28th September 2023

Signed by Philip Edward James:

DocuSigned by:

Philip Edward James

Date:

28th September 2023

NOTES

1. You can choose to agree to both the Ordinary Resolutions and the Special Resolution or none of them but you cannot agree to only some of the resolutions. If you agree to all of the 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 delivery methods:

- **By hand:** delivering the signed copy to the Company at its registered office.
- **Post:** returning the signed copy by post to the Company at its registered office.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to phil@andsons.co.uk.

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.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

3. 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 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.