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06/06/2022

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COMPANIES HOUSE

**COMPANIES ACT 2006
SPECIAL/Written RESOLUTION**

Company number: 10455133

Company name: FKBC Limited

On the 23rd day of May 2022, the following special/written resolutions were agreed and passed by the members.

1. Background to Resolutions

- 1.1 The Company wants to ensure that it and its Subsidiaries can recruit and retain advisors who will enhance shareholder value. It has therefore been decided to implement a share plan on the terms set out in these Rules. In doing so, its primary intention is to recruit new advisors and to motivate existing advisors to remain with the Company and its Subsidiaries, and to reward those advisors for their efforts.
- 1.2 The proposed creation of a share option pool (the "**Option Pool**") was considered. The Option Pool will be reserved for issuance of options to employees (other than the founders) and advisors to the Company pursuant to the draft Option Plan Rules as presented to the members.
- 1.3 The following resolutions as special and written resolutions (as appropriate) of the shareholders were considered:
- Creation of the Option Pool
 - Authority to grant directors authority under section 551 of the Act to allot the shares resulting from the exercise of the options contained in the Option Pool; and
 - Authority to disapply the pre-emption rights in the Company's articles of association, in relation to the issue of shares resulting from the exercise of the options contained in the Option Pool

2. Resolutions

- 2.1 Having considered the proposed establishment of the Option Pool (including the matters referred to in section 172(1) of the Companies Act 2006), IT WAS RESOLVED that the establishment of the Option Pool would promote the success of the Company for the benefit of its members as a whole, and IT WAS ALSO RESOLVED:
- to authorise the board of directors of the Company to establish the Option Pool in substantially the form of the Option Plan Rules attached to these resolutions;
 - That entering into the Option Plan Rules is approved and that, subject to shareholder approval, any director is authorised to execute the agreement as a deed either in its current form or subject to such amendments, modifications, variations or alterations as the person or persons authorised to execute or sign the same may in his or their absolute discretion approve, such approval to be conclusively evidenced by that person's or those;
 - The Company Secretary (or such other person as the chairperson may elect) shall make all necessary and appropriate entries in the books and registers of

the Company and file all appropriate paperwork with the Registrar of Companies and to:

- i) Notify HMRC of the creation of the Option Plan Rules
- ii) Take all steps required to make a valid online notification to HM Revenue of each Unapproved Option granted during the ERS Return process for the 2021/22 tax year.

Signed

DocuSigned by:
Jeremy Carson
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Jeremy Carson

Director