

# The Companies Act 2006

Private company limited by shares

## Written resolutions

Of

### TUNINGBILL LIMITED

Company Number 11720342

The director of the Company confirms that in compliance with Chapter 2 of Part 13 of the Companies Act 2006 the following resolutions were circulated on 04 March 2022 to all of the Company's members for the time being entitled to receive notice of, attend and vote at a General Meeting of the Company. The director further confirms that the following resolutions were passed as special resolutions on 04 March 2022:

#### 1. SPECIAL RESOLUTION - further issue of shares

"THAT that the director be and is hereby authorised (as defined in section 551 of the Companies Act 2006) generally and unconditionally to exercise all the powers of the Company to:

- a) allot up to 198,650 ordinary shares of the company, having in the aggregate nominal value of £198.65 in the capital of the company,
- b) to sign and execute the subscription agreement for and on behalf of the members of the company, a copy of which was attached to this resolution, and
- c) That this authority shall expire 365 days after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

#### 2. SPECIAL RESOLUTION - disapplication of pre-emption rights

"THAT the director be and is hereby empowered under Section 569 of the Companies Act 2006 to allot up to 198,650 Ordinary shares of £0.001 each in the capital of the Company ("Shares") pursuant to the authority conferred by the previous resolution under section 551 of the Act as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall expire 365 days from the date this Resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require Shares to be allotted after such expiry and the Directors may allot Shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

#### 3. SPECIAL RESOLUTION - Adoption of new Articles of Association.

"THAT the new Articles of Association in the form attached to this resolution be approved and adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association".

*Asit Beesen*

9<sup>th</sup> March 2022

Asit Beesen

For an on behalf of Tuningbill Limited  
Director

