

**WRITTEN SPECIAL RESOLUTION****- of -****ASHTREE TRADING GROUP LIMITED ("the Company")**

The following Written Resolution of the members of the Company were duly proposed and passed on 31 March 2022, with resolution 1 which shall have effect as an Ordinary Resolution and resolution 2 which shall have effect as a Special Resolution having been passed by the required majority of eligible members and which shall be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:-

**ORDINARY RESOLUTION**

- 1) THAT,
  - (a) 450,000 A Ordinary Shares of £1.00 each in the capital of the Company be and are hereby re-classified as 450,000 C Ordinary Shares of £1.00 each in the capital of the Company having the rights and being subject to the restrictions set out in the Articles of Association adopted pursuant to the Special Resolution set out below, and;
  - (b) 450,000 B Ordinary Shares of £1.00 each in the capital of the Company be and are hereby re-classified as 450,000 D Ordinary Shares of £1.00 each in the capital of the Company having the rights and being subject to the restrictions set out in the Articles of Association adopted pursuant to the Special Resolution set out below.

**SPECIAL RESOLUTION**

- 2) 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 Company's existing Articles of Association with new C Ordinary and new D Ordinary shares added as new classes of shares respectively and with the following rights attaching to each new class of share,

The C Ordinary Shares have full voting rights and are entitled to attend any members meetings or vote on any members resolutions of the Company.

Dividends may be paid to the holders of one or more classes of shares to the exclusion of the other(s) or to all classes of shares, in each case at the same or differing rates, as determined by Ordinary Resolution or Resolution of the Directors.

Distribution on a Winding Up - Ordinary Shares of all classes rank equally for any distribution made on a winding up.

The Shares are not redeemable Shares.

The D Ordinary Shares have full voting rights and are entitled to attend any members meetings or vote on any members resolutions of the

Company.

Dividends may be paid to the holders of one or more classes of shares to the exclusion of the other(s) or to all classes of shares, in each case at the same or differing rates, as determined by Ordinary Resolution or Resolution of the Directors.

Distribution on a Winding Up - Ordinary Shares of all classes rank equally for any distribution made on a winding up.

The Shares are not redeemable Shares.



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Chairperson