

Company Number: 12024096

**SPECIAL RESOLUTIONS
OF
NICBRO (HOLDINGS) LIMITED
(the Company)**

Passed on: *16 December* 2022

The following resolutions were duly passed as ordinary and special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

1. THAT, as to 10,890 of the A ordinary shares of £0.01 issued in the capital of the Company and which are each currently registered in the name of Charles Hill, they be and are hereby redesignated as follows:
 - (a) 2,178 D ordinary shares of £0.01 each;
 - (b) 2,178 E ordinary shares of £0.01 each;
 - (c) 2,178 F ordinary shares of £0.01 each;
 - (d) 2,178 G ordinary shares of £0.01 each; and
 - (e) 2,178 H ordinary shares of £0.01 each,such redesignated shares having the rights and being subject to those restrictions (if any) which attach as their class as set out in the new articles of association to be adopted pursuant to resolution 2 below.
2. THAT, the new articles of association (in the form which accompanies this resolution and which have been initialled by a Director for the purposes of identification) be and are hereby adopted as the Company's articles of association in substitution for, and to the exclusion of, the Company's current articles of association.

Signed:



.....
Director