

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
C.F. CAPITAL HOLDINGS LIMITED
(the Company)
Company Number 12231353

Circulation Date: 3rd March 2022



In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 (**2006 Act**), the following resolutions are proposed as two special resolutions and two ordinary resolutions of the Company:

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 618 of the 2006 Act:
 - 1.1 the 50 A ordinary shares of £1.00 each in the issued share capital of the Company held by Investec Asset Finance plc be sub-divided into 50,000 A ordinary shares of £0.001 each;
 - 1.2 the 75 B ordinary shares of £1.00 each in the issued share capital of the Company held by Michael Yiannakou be sub-divided into 75,000 B ordinary shares of £0.001 each; and
 - 1.3 the 75 C ordinary shares of £1.00 each in the issued share capital of the Company held by Andrew Percy be sub-divided into 75,000 C ordinary shares of £0.001 each,such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing A ordinary, B ordinary and C ordinary shares of £1.00 each in the capital of the Company as set out in the Company's articles of association for the time being.

SPECIAL RESOLUTION

2. **THAT**, the draft regulations attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

ORDINARY RESOLUTION

3. **THAT**, in accordance with section 551 of the 2006 Act, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £0.40 (in respect of up to 400 D ordinary shares of £0.001 each) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date being five years following the date of the passing of this resolution, 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 be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

4. **THAT**, in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 3 above, as if section 561(1) of the 2006 Act (or any other rights of pre-emption on allotment, whether contained in the Company's articles of association or otherwise) did not apply to any such allotment, provided that this power shall:

4.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £0.40 (in respect of up to 400 D ordinary shares of £0.001 each); and


4.2 expire on the date being five years following the date of 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 equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.


Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and the Special Resolutions.

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

DocuSigned by:

453EB7D1E7264AA..... Date: 3rd March 2022
For and on behalf of
Investec Asset Finance plc

DocuSigned by:

E9GS0730833545G..... Date: 3rd March 2022
Michael Yiannakou

DocuSigned by:

463E3E6706Z14AS..... Date: 3rd March 2022
Andrew Percy

NOTES:

1. If you agree to the resolutions, please sign and date this document to confirm your agreement and then return it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to a director of the Company at the registered office address
 - **Post:** returning the signed copy by post to a director of the Company at the registered office address
2. 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.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement within 28 days of the Circulation Date. If you agree to the resolutions, please ensure that your agreement reaches us before that date.