

Company number: 12273497

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PEMBERSTONE GROUP LIMITED (Company)

Circulation Date: 22nd September 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as an ordinary resolution (**Resolution**).

ORDINARY RESOLUTION

THAT the terms of an agreement proposed to be made between the Company, David Charles Annetts and Pemberstone Securities Limited (company number: 08756743) (**Seller**) for the purchase by the Company from the Seller of 800 priority ordinary shares of £0.01 each and 1,000 ordinary shares of £0.01 each in the capital of the Company respectively for a total consideration of £2,173,594 as set out in the buyback contract attached (**Purchase Contract**) be approved and the Company be authorised to enter into the Purchase Contract.

AGREEMENT

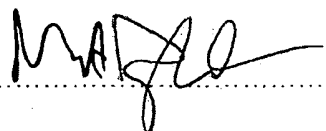
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by **Andrew Barker**

.....

Signed by **Mark Reynolds**

.....

Date

.....22.09.2021



NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By Hand or post:** Delivering the signed copy to Written Resolution to the Company's registered office address.
- **Email:** By attaching a scanned copy of the signed document to an email and sending it to karenwebb@pemberstone.com. Please enter "Written resolution" in the email subject box.

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to this Resolution, please ensure that your agreement reaches us as soon as possible.



HM Revenue
& Customs

~~██████████~~
Pemberstone Group Ltd

~~██████████~~ ~~arenWebb@pemberstone.com~~

Business, Tax & Customs
Stamp Taxes
9th Floor, City Centre House
30 Union Street
Birmingham
B2 4AR

By email only

Web www.gov.uk

Email stampdutymailbox@hmrc.gov.uk

Date 5 November 2021
Our ref **COC334/6**
Your ref PSEC/17370

Dear Sir or Madam

Stamp Duty – confirmation we have stamped your SH03

Thank you for your notification. We received this on 5 October 2021.

You notified us that Pemberstone Securities Limited has purchased their own shares for cancellation. They did this on 22 September 2021.

We received your payment of £17,370.00 on 5 October 2021 for the Stamp Duty charged on this purchase.

You have paid within 30 days of the shares being purchased

The payment of £1,000.00 Stamp Duty we received is for the Stamp Duty charged on the shares purchased for cancellation. This has been paid on the total amount due of £200,000.00 as shown on the SH03 dated 22 September 2021.

HMRC Stamp Duty Unique Authentication Code

Your authentication code is: COC334/6. This is your confirmation that the SH03 has been duly stamped by HMRC.

We recommend that you enter this code onto your SH03.

You should quote this code in any correspondence with us about the above transaction.

Batch Reference	Date of Execution	Undertaking	Consideration	Duty	Penalty	Interest	Total Duty
COC334/6	22/09/21	Pemberstone Securities Limited	£200,000.00	£1,000			£1,000
Total Stamp Duty				£1,000	£0	£0	£1,000

Information is available in large print, audio and Braille formats.
Text Relay service number – 18001



More information

We have duly stamped the SH03 you submitted. This means:

- we will not charge a penalty under section 17 Stamp Act 1891 if the Registrar of Companies records the companies purchase of its own shares
- you should send a copy of this letter to Companies House together with the SH03
- we have cancelled any Stamp Duty Reserve Tax (SDRT) charged under section 87 Finance Act 1986 relating to the original agreement – so no notification or payment of SDRT is required.

If you contact us about this matter, please use the authentication code shown above.

Yours faithfully

Chrissy
Stamp Duty Officer