

Company Number: 12357902

**THE COMPANIES ACTS 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

**OF**

**VENARI ENGINEERING LIMITED (the "Company")**

**Circulation Date:** 19 December 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions ("**Resolutions**"):

**RESOLUTIONS**

1. THAT, the 1 Ordinary Share of £1.00 in the issued share capital of the Company be sub-divided into 10,000 Ordinary Shares of £0.0001, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing Ordinary Share of £1.00 in the capital of the Company as set out in the Company's Articles of Association for the time being.
2. Subject to Resolution number 1 being passed:
  - 2.1 THAT, 6,667 of the Ordinary Shares of £0.0001 each which are registered in the name of Venari Group Limited be redesignated as 6,667 'A' Ordinary Shares of £0.0001 each which shall carry the rights and restrictions specified in the Articles of Association for the time being; and
  - 2.2 THAT, 3,333 of the Ordinary Shares of £0.0001 each which are registered in the name of Venari Group Limited be redesignated as 3,333 'B' Ordinary Shares of £0.0001 each which shall carry the rights and restrictions specified in the Articles of Association for the time being.

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

The undersigned, the sole member of the Company and only party entitled to vote on the above Resolutions on the Circulation Date, irrevocably agrees to the above Resolutions:

SIGNED BY:   
**SARAH CLARE TURVEY**  
**FOR AND ON BEHALF OF**  
**VENARI GROUP LIMITED**

DATE: 19 December 2023

## NOTES

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

- **By Hand:** delivering the signed copy to the Company at c/o Deborah Melliush, Eaton Smith LLP, 14 High Street, Huddersfield, HD1 2HA.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [deborahmelliush@eatonsmith.co.uk](mailto:deborahmelliush@eatonsmith.co.uk). Please enter "Written Resolutions dated 2023" in the e-mail subject box.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 28 days after Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.