

Company number 12410069

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS of

PRIME SOURCE INVESTMENTS LIMITED (Company)

2 NOVEMBER 2021 (Circulation Date)

MONDAY



Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- Resolutions 1 and 2 below are passed as ordinary resolutions (together, **Ordinary Resolutions**); and
- Resolutions 3 and 4 below are passed as special resolutions (together, **Special Resolutions**).

## ORDINARY RESOLUTIONS

### Creation of new classes of shares

1. THAT two new classes of shares of £1 each in the capital of the Company be and are hereby created and designated respectively as A ordinary shares and H ordinary shares, each having the respective rights and being subject to the respective restrictions set out in the articles of association as amended pursuant to resolution 4.

### Authority to allot

2. THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot A ordinary shares in the capital of the Company up to an aggregate nominal amount of £4 and H ordinary shares in the capital of the Company up to an aggregate nominal amount of £4. Unless renewed, varied or revoked by the Company, this authority shall expire on the fifth anniversary of the date this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

## SPECIAL RESOLUTIONS

### Disapplication of pre-emption rights

3. THAT, subject to the passing of resolutions 1 and 2 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as

if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £8 and expire on the fifth anniversary of the date this resolution is passed (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.

#### **Amendment to articles of association**

4. THAT the articles of association of the Company be amended as follows:

4.1 by inserting as a new article 21(3) “The share capital of the company shall be divided into ordinary shares, A ordinary shares and H ordinary shares, each having the respective rights and being subject to the respective restrictions set out in the articles.”;

4.2 by deleting the existing article 30(1) and replacing it with the following new article 30(1): “The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends, and such dividends or interim dividends (as the case may be) may be allocated between different classes of share in the company and in such proportions between each class as the company or the directors (as the case may be) determine.”;

4.3 by deleting the existing article 30(4) and replacing it with the following new article 30(4): “Unless the shareholders’ resolution to declare or directors’ decision to pay a dividend, or the terms on which shares are issued, specify otherwise, a dividend to be paid to the holders of a particular class of share in the company must be paid by reference to each shareholder’s holding of shares in that class on the date of the resolution or decision to declare or pay it.”; and

4.4 by inserting as a new article 42(2) “The holders of A ordinary shares shall not be entitled to receive notice of, attend or vote at any general meeting of the company nor shall they be entitled to receive notice of or vote on any written resolutions proposed to be passed by the company.”

#### **AGREEMENT**

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

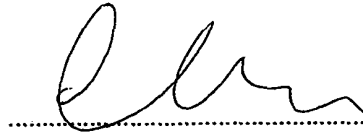
The undersigned, being the persons entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Ordinary Resolutions and Special Resolutions:

Signed by IAN MARSH



Date:

Signed by CLARE MARSH



Date: 2 NOVEMBER 2021

## NOTES

1. You can choose to agree to all of the Ordinary Resolutions and Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of 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 delivery methods:

- **By hand:** delivering the signed copy to Ian Marsh at 5 Forest Drive, Fyfield, Ongar CM5 0TP.
- **Post:** returning the signed copy by post to Ian Marsh at 5 Forest Drive, Fyfield, Ongar CM5 0TP.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to [ian@primesourceltd.com](mailto:ian@primesourceltd.com).

If you do not agree to all of 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 the date falling 28 days after the Circulation Date, sufficient agreement is received for the resolutions to pass, they 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.