

RAS Investments & Holdings (UK) Ltd

(the "Company")

Company Number: 12736604

Resolutions of the Sole Director of the Company made on *15th April* 2024
at *10:15* am/pm.

- 1 I, ROSS ALAN SELLWOOD, being the sole director of the Company note that, the Company has adopted the Model Articles for private companies limited by shares (the "Model Articles") in their entirety, and that pursuant to Model Article 11(2), the quorum required for a director's meeting is 2 directors.
- 2 I further note that pursuant to Model Article 11(3), where the total number of directors is less than 2, I must not take any decision other than a decision to appoint further directors or to call a general meeting so as to enable the shareholders to appoint further directors.
- 3 I also note the need, as always, to be mindful of my general duties to the Company as set out in the Companies Act 2006 (the "Act"). In particular, to act in the way that I consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so to have regard to the factors set out in section 172 of the Act (and any other relevant matters).
- 4 Having considered the above and the fact that it is not practicable or feasible to appoint a second director and given also that I am the sole member of the Company, I hereby resolve that the approval of the member be sought to amend the articles of association of the Company to reduce the quorum required for a directors meeting to one director and to ratify all acts and decisions of the sole director of the Company to date notwithstanding that the required quorum was not met.
- 5 I have considered the following documents:
- 5.1 a final draft form of new articles of association proposed to be adopted by the Company (the "New Articles"); and
- 5.2 a form of written resolution of the member of the Company resolving:
- 5.2.1 to adopt the New Articles; and
- 5.2.2 to ratify all decisions and actions undertaken by the sole director of the Company to date, including the proposal to the members of the Company of resolution to adopt the New Articles, be ratified, confirmed and approved pursuant to section 238 of the Act and otherwise notwithstanding the requisite board quorum required by the Company's articles of association was not met at the time those decisions and/or actions were undertaken.
- (the "Written Resolution").
- 6 Resolutions
- 6.1 After careful consideration of the matters mentioned above, I hereby resolved that:
- 6.1.1 the adoption of the New Articles would promote the success of the Company for the benefit of its members as a whole; and
- 6.1.2 the terms of the Written Resolution and New Articles be approved and that the Written Resolution should be circulated to each eligible member of the Company for signature (together with the New Articles).

THURSDAY



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18/04/2024

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COMPANIES HOUSE

7 Written resolution

7.1 The Written Resolution was then circulated and was signed by the requisite number of eligible members of the Company and accordingly the resolutions set out in the Written Resolution had been duly passed.

8 Filing of documents

8.1 I hereby resolve to arrange for the following documents to be filed at Companies House:

8.1.1 the Written Resolution; and

8.1.2 the New Articles.


Sole Director