

CHERONTECH LTD
Company Number: 12862962

Written resolutions of the director of CHERONTECH LTD (**Company**)

We, the undersigned, being all the directors of the Company:

1. Director's interests

For the purposes of sections 177 to 185 of the Companies Act 2006 and the Company's Articles of Association (**Articles**), the directors declared their personal interests and noted that none of such interests prevented them from voting or counting in the quorum.

2. Adoption of articles of association and re-designation

2.1 It was noted that the purpose of the resolutions was to consider, and if thought appropriate, approve the circulation of written resolutions and shareholder class consents to obtain shareholder approval in connection with the adoption of a new set of articles of association that would allow the Company to issue Ordinary shares, Non-Voting Ordinary shares and Redeemable shares in the capital of the Company (**Proposed Conversion**).

2.2 It was further noted that a draft set of documents had been presented to the directors in relation to the Proposed Conversion:

(a) A form of written resolutions to the member of the Company to:

- i. adopt a new set of articles of association that would allow the Company to issue Ordinary shares, Non-Voting Ordinary shares and Redeemable shares in the capital of the Company; and
- ii. grant the directors a general and unconditional authority under section 551 of the Companies Act 2006 to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £10,000 of Non-Voting Ordinary shares of £1.00 each.

(Written Resolutions)

(b) Draft share class consents of the members of the Company providing approval for the variation of class rights in accordance with section 630 of the Companies Act 2006 (**Class Consent**).

3. Resolutions

After careful consideration, IT WAS RESOLVED:

- (a) that the Proposed Conversion would promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the factors set out in section 172(1) of the Companies Act 2006;
- (b) that Written Resolutions and Class Consents be approved and be sent to the member of the Company; and

- (c) subject to the passing of the Written Resolutions, file a copy of the new set of new articles of association, together with a copy of the signed Written Resolutions, and Form SH10 with the Registrar of Companies.



Shane Gable
Date: 28/09/2023



Jay Jaye Ferneyhough
Date: 28/09/2023



Nicola O'Keeffe
Date: 28/09/2023