

Company number: 13179376

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**THE SHEARD GROUP LTD**  
**("the Company")**

Circulation Date: 28 June 2022



We, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company on the Circulation Date, make the following special resolutions which will, pursuant to section 288 of the Companies Act 2006, be valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held:

1. That the Company's authorised share capital be increased from £26,030.12 to £27,400.13 by the creation of 137,001 "D" ordinary shares of £0.01 each ("D" Shares")  
with the "D" Shares having the rights and restrictions set out in the articles of association proposed to be adopted by resolution number 3 below ("Articles").
2. That the directors are generally authorised pursuant to section 549 of the Companies Act 2006, to allot and issue the "D" Shares within five years of the date of this resolution, and the directors shall have the power to exercise the authority conferred on them pursuant to this resolution to allot such shares to such persons and on such conditions as they may in their absolute discretion determine as if section 561 of the Companies Act 2006 did not apply thereto.
3. That the regulations contained in the printed document attached to this resolution and marked "A" be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Please read the notes attached to this document before signing your agreement to the resolutions.

J. S. WHITTAKER

Handwritten signature of J. S. Whittaker in black ink, written over a dotted line.

28.6.2022

B. WHITTAKER

Handwritten signature of B. Whittaker in black ink, written over a dotted line.

28.6.2022

R. J. WHITTAKER

Handwritten signature of R. J. Whittaker in black ink, written over a dotted line.

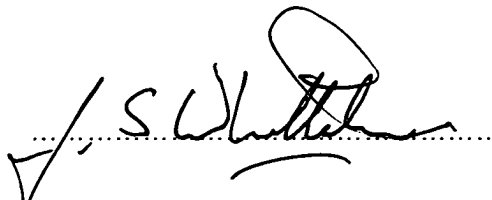
28.6.2022

B. WHITTAKER as Trustee of the  
B. Whittaker Settlement

Handwritten signature of B. Whittaker in black ink, written over a dotted line.

28.6.2022

J. S. WHITTAKER as Trustee of the  
B. Whittaker Settlement

  
B. Whittaker

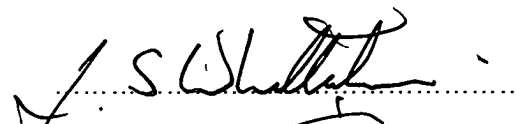
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B. Whittaker

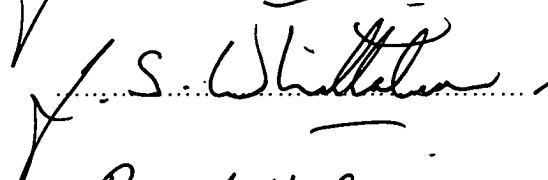
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J. S. WHITTAKER as Trustee of the  
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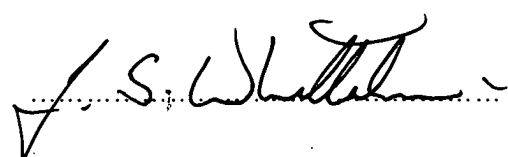
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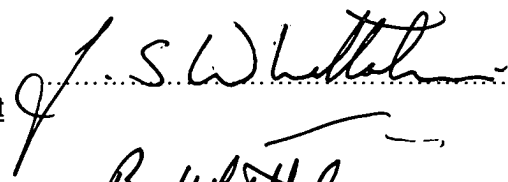
28.6.2022

B. WHITTAKER as Trustee of the  
J. S. Whittaker Settlement

B. Whittaker

28.6.2022

J. S. WHITTAKER as Trustee of  
The Claire Greenwood Discretionary Trust  
No. 1



28.6.2022

B. WHITTAKER as Trustee of  
The Claire Greenwood Discretionary Trust  
No. 1

B. Whittaker

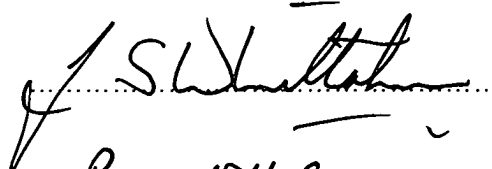
28.6.2022

R. J. WHITTAKER as Trustee of  
The Claire Greenwood Discretionary Trust  
No. 1

R. J. Whittaker

28.6.2022

J. S. WHITTAKER as Trustee of  
The Claire Greenwood Discretionary Trust  
No. 1



28.6.2022

B. WHITTAKER as Trustee of  
The Claire Greenwood Discretionary Trust  
No. 1

B. Whittaker

28.6.2022

R. J. WHITTAKER as Trustee of  
The Claire Greenwood Discretionary Trust  
No. 1

R. J. Whittaker

28.6.2022