

Companies Act 2006

WRITTEN RESOLUTIONS

OF

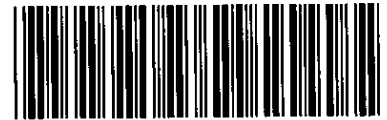
FREDERICK POTTS HOLDINGS LIMITED

(the "Company")

passed on 9 July 2021

Company No: 13503259

FRIDAY



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08/10/2021

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COMPANIES HOUSE

The following resolutions were duly passed as ordinary and special resolutions on 2019 by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTIONS

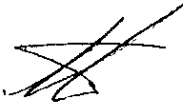
- 1 THAT, in accordance with section 551 of the Act, the sole director be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £4,337,413 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on a date no longer than five years from the date the 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 sole director may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired (and this authority is in substitution for all previous authorities conferred on the sole director in accordance with section 551 of the Act).
- 2 THAT, in accordance with section 190 of the Act, the sole director be and is hereby authorised to proceed with the acquisition of the entire issued share capital of Frederick Potts & Son Limited.

SPECIAL RESOLUTION

- 3 THAT, subject to the passing of resolution 1 and in accordance with section 570 of the Act, the sole director be generally empowered to allot equity securities (as defined in

section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

- 3.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £4,337,413; and
- 3.2 expire on the fifth anniversary of the passing of this resolution (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 sole director may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed:.......... Date.....9 July.....2021
Director