

Ruleaux Limited (the **Company**)
8 Shenley Close, Wirral, United Kingdom, CH63 7QU
Company number 13832923

4th April 2022



I, as sole Director of the Company, hereby pass without reservation the following written resolutions in accordance with the Company's articles of association:

THAT:

1. In accordance with section 21(1) of the Companies Act 2006 (**CA 2006**), the Company's articles of association shall be amended to reflect the rights attaching to the new B ordinary shares in the Company, which are as follows:
 - a. the right to vote and attend a general meeting;
 - b. the right to receive a dividend; and
 - c. the right to receive, on winding up or a return of capital, a pro-rata share of the proceeds available for distribution among the members (after any outstanding loans have been repaid).
2. The A ordinary shares and the B ordinary shares shall constitute separate classes of shares and shall rank *pari passu* in all respects save that as regards dividends, each class of shares shall be entitled to receive such dividends as the directors of the Company (**Directors**) may determine or recommend to the shareholders in general meeting or by written resolution. Such dividends may be declared on each class of share to the exclusion of any other class or classes of shares and may then be declared at a different rate from those declared on any other class or classes of shares.
3. In accordance with section 551 CA 2006, the sole Director be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £100.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire within 14 days, 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 sole Director but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.
4. Subject to the passing of the above resolution and in accordance with section 570 CA 2006, the sole Director is generally empowered to allot equity securities (as defined in section 560 CA 2006) pursuant to the authority conferred by the above resolution, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
 - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £100.00; and

- b. expire within 14 days of the above 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 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 sole Director but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

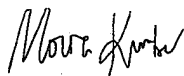
- 5. Jonathan Kimber, having consented to act, be and is hereby appointed as a Director of the Company with immediate effect and that Jonathan Kimber be and is hereby authorised to perform any acts, including execution of any documents and certificates, for and on behalf of the Company, as he shall deem necessary or advisable to carry out the purposes of his role.

The sole Director or the company secretary shall make all necessary and appropriate entries in the books and registers of the Company and arrange for all necessary forms and documents to be filed at Companies House in connection with these resolutions.

Further, as sole Director of the Company, I confirm that in adopting any written resolution I have carefully considered my obligations under section 172 of the Companies Act 2006 to act in the way 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 have regard (amongst other matters) to certain factors set out in that section.

In accordance with the Company's articles of association, I below hereby signify the passing of these resolutions as a Directors' written resolution:

Signed by Moira Kimber, sole Director



Signature: _____

Date: 4th April 2022
26 Apr 2022