

THE COMPANIES ACT 2006
MERLEWJA PROPERTIES LIMITED
(the "Company")

Company Number: 14547288

COPY

Passed pursuant to the provisions of Chapter 2, Part 13 of the Companies Act 2006

On 25 August 2023

WRITTEN ORDINARY RESOLUTIONS

1. **THAT**, in accordance with section 551 of the CA 2006, the directors be unconditionally authorised to allot:

- i. 100 C Ordinary shares of £1 each in the capital of the Company; and
- ii. 100 D Ordinary shares of £1 each in the capital of the Company,


up to an aggregate nominal amount of £200, each having the respective rights and subject to the respective restrictions set out in the articles to be adopted pursuant to resolution 3, provided unless renewed, varied or revoked by the Company, this authority shall expire on the fifth anniversary of the date of this resolution 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 directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

2. **THAT**, the Company hereby resolves, pursuant to section 190 of the CA 2006 (substantial property transactions involving directors) to approve the Company entering into an incorporation agreement proposed to be made between (1) Eric Arthur Brown (2) Isinta Millicent Brown and (3) the Company (the **Agreement**) concerning the acquisition by the Company of the business and assets the general partnership known as "Mr Eric Brown and Mrs Millicent Brown" carried on by Eric Arthur Brown and Isinta Millicent Brown and authorise the Company entering into of the Agreement in the form which has been circulated to the members.

WRITTEN SPECIAL RESOLUTIONS

3. **THAT**, the articles of association attached to these written resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
4. **THAT**, the pre-emption rights contained in the Company's articles of association will not apply to allotment of shares specified in Resolution 1.

DocuSigned by:

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Director