

**LMC TRUSTEES LTD (the "Company")**  
**A PRIVATE COMPANY LIMITED BY GUARANTEE**  
**WRITTEN RESOLUTIONS OF THE MEMBERS**

**Circulation Date:** ..... 26 August ..... 2023

**Date Passed:** ..... 26 August ..... 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution numbered 1 is passed as an ordinary resolution of the members and resolution 2 is passed as a special resolution of the members of the Company (the "**Resolutions**"):

**ORDINARY RESOLUTION**

IT IS NOTED THAT pursuant to Article 14 (but subject to Articles 14(2) and 14(3)) of the Company's Articles of Association, the directors may not vote or form part of the quorum in relation to any proposed transaction or arrangement in which they are interested.

1. IT IS RESOLVED THAT pursuant to Article 14(3)(a), the provisions of Article 14(1) shall not apply to any meeting of the directors of the Company or part thereof insofar as it concerns:
  - (a) the adoption of new articles of association;
  - (b) a draft trust deed establishing an employee ownership trust, to be entered into between (1) LMC Design Limited ("**LMC**") and (2) the Company;
  - (c) acknowledging receipt of a contribution from LMC by way of gift in the sum of £10; and
  - (d) any other necessary formalities to be entered into by the Company or completed in connection with the above.

**SPECIAL RESOLUTION**

2. IT IS RESOLVED THAT the Articles of Association set out in the document attached to this Resolutions be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.


IT IS NOTED THAT this document together with the attached Articles of Association will, if the Resolutions is passed, be filed by the directors with the Registrar of Companies.

***Agreement: Please read the notes at the end of this document before signifying your agreement to the Resolutions.***

The undersigned, being the members entitled to vote on the Resolutions on the Circulation Date set out above, hereby irrevocably agree to the passing of the Resolutions.

Signed by **DAVID ROBERT JOHNSTONE**

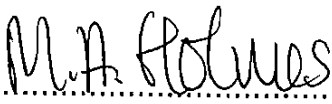
**Member**

  
.....

Date of signature: ..... 24 August ..... 2023

Signed by **MICHAEL HOLMES**

**Member**

  
.....

Date of signature: ..... 24 August ..... 2023

**Notes:**

1. If you agree to the Resolutions, please indicate your agreement by signing, dating and returning this document to LMC Design Limited at Atrium North Stables Market, Chalk Farm Road, London, England, NW1 8AH.
2. If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to have agreed to the Resolutions by failing to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke that agreement.
4. Unless within 28 days of the Circulation Date noted at the beginning of this document sufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you do agree to the Resolutions, please ensure that this document, duly signed and dated as explained in Note 1 above, is received by LMC Design Limited at Atrium North Stables Market, Chalk Farm Road, London, England, NW1 8AH **within 28 days of the Circulation Date**.
5. If you are signing this document on behalf of a person under a power of attorney or other similar authority, you must send a certified copy of that power of attorney or other authority when returning this document.