

Company Number: 14899100
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
WBR GROUP HOLDINGS LIMITED

Circulation Date: 27 March 2024

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**the Act**), the directors of the Company propose that the resolutions below be and are hereby passed as to resolutions 1 and 2 as ordinary resolutions and as to resolution 3 as a special resolution (**Resolutions**)

ORDINARY RESOLUTIONS

- 1** That the proposed purchase by the Company of the entire issued share capital of WBR Group Limited from Fossinger Limited, DKS Corporate Consulting Limited, JLHC Holdings Limited and Christopher Alan Darlington, (all being connected with or being a Director of the Company), be and is hereby approved for the purposes, inter alia, of Section 190 of the Companies Act 2006.
- 2** That the Directors of the Company be and are hereby authorised for the purposes of section 551 of the Act to exercise all powers of the Company to allot Ordinary Shares of £1 each and A Ordinary Shares of £1 each in the Company, up to a nominal amount of £12,362, at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.

SPECIAL RESOLUTION

- 3** Subject to the passing of the resolutions set out above that the Directors be given general power to allot equity securities (as defined in **section 560** of the Act) pursuant to the authority conferred by resolution 1 above as if section 561 of the Act did not apply to such allotment.

Agreement

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

The undersigned, each a person entitled to vote on the above Resolutions on the date hereof, hereby irrevocably agree to the Resolutions:


DocuSigned by:

.....2FF91B742F88451.....

27 March 2024
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duly authorised on behalf of
Fossinger Limited

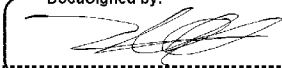
Date

DocuSigned by:

.....1145FA1749D0493.....

27 March 2024
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duly authorised on behalf of
DKS Corporate Consulting Limited

Date

DocuSigned by:

.....10A192C9090F48F.....

27 March 2024
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duly authorised on behalf of
JLHC Holdings Limited

Date

Notes

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods: -

- 1.1 by hand: delivering the signed copy to Roy Botterill of Shakespeare Martineau, One Colton Square, Leicester, LE1 1QH;
- 1.2 by post: returning the signed copy by post to Roy Botterill of Shakespeare Martineau, One Colton Square, Leicester, LE1 1QH; or
- 1.3 by email: by attaching a scanned copy of the signed document to an email and sending it to roy.botterill@shma.co.uk.

Please enter "Written resolutions of WBR Group Holdings Limited" in the email subject box.

If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, by the expiry of 28 days from the circulation date sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company (using one of the methods in paragraph 1 above) before or during this date.