

WRITTEN RESOLUTION OF
BOARD OF BRIGHTSTONE ASSET MANAGEMENT CONSULTING LTD
COMPANY NUMBER 15016839 (THE “COMPANY”)
A PRIVATE COMPANY LIMITED BY SHARES

15 December 2023

The undersigned directors of the Company wish to pass the below resolutions. The resolutions will for all purposes be valid and effective as if it had been passed at a meeting of the board duly convened and held.

Declaration of interest:

The following directors declared the nature and extent of their interest in the proposed transactions and other arrangements to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association, as follows:

NAME	NATURE AND EXTENT OF INTEREST
Gareth Keith JANDRELL	Shares being issued by the Company are being issued to this director.
Craig Henry BUCKINGHAM	Shares being issued by the Company are being issued to this director.

It was noted that pursuant to article 14(3)(a) of the Model Articles for Private Companies Limited by Shares, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested, if the shareholders of the Company pass an ordinary resolution to disapply the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process.

1 RECORDAL

It is recorded that:

- 1.1 the Company wishes to issue 1,000 ordinary shares of £0.01 each to each of Gareth Jandrell and Craig Buckingham (the “Subscribers”) for a nominal value of £0.01 per share (“Subscription Price”).
- 1.2 the Board wishes to allot and issue the Subscription Shares to each Subscriber.

The directors are reminded that, among their other duties, a director is required by the Companies Act 2006 to act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard, among other things, to the matters listed in Section 172(1) of the Companies Act 2006

2 RESOLUTIONS

Accordingly, having due regard to their duties under section 175 of the Companies Act 2006, IT IS RESOLVED THAT, to promote the success of the Company for the benefit of the members as a whole

and subject to receiving the approval of the shareholders and waiver of article 14 by ordinary resolution of the shareholders, the Company be and is hereby authorised to:

- 2.1 create, allot and issue the Subscription Shares to the Subscribers;
- 2.2 enter each Subscriber's name into the securities register of the Company as the holder of the Subscription Shares or to procure that each Subscriber is entered into the securities register of the Company as the holder of the Subscription Shares; and
- 2.3 issue, or to procure the issue of, a new share certificate/s to each Subscriber in respect of the Subscription Shares.

The Board has determined that the Subscription Price is adequate consideration for the issue by the Company of the Subscription Shares.

- 2.4 any director of the Company be and is/are hereby authorised and empowered, on behalf of the Company, to take all actions and to sign all documents and instruments to:
 - 2.4.1 give effect to the resolutions in 2.1 to 2.3 (inclusive); and
 - 2.4.2 do all such things and sign all such documents and instruments as may be necessary to give effect to the resolutions in 2.1 to 2.3 (inclusive),

and insofar as he/they has/have done any of the foregoing before the adoption of these resolutions, such action/s be and is/are hereby ratified;

- 2.5 the secretary of the Company be authorised to make all necessary and appropriate entries in the books and registers of the Company and to arrange for all necessary forms and documents in connection with the matters referred to above to be completed and filed with the Companies House or any other relevant body as required, and
- 2.6 the signature by the directors of any counterparts of this resolution will be as effective as if that director had signed the same document as the other director. Both such counterparts will, when read together, constitute an original of this resolution.

SIGNATURE PAGE TO FOLLOW

DocuSigned by:

Gareth Jandrell

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Gareth Keith Jandrell
Director

DocuSigned by:

Craig Henry Buckingham

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Craig Henry Buckingham
Director