

Company number: NI072179

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS OF

DICKSON & CO (NI) LIMITED

(passed on: 20 November 2023)

The following resolution was duly passed as a special resolution of the Company on 20 November 2023 by way of written resolution under Chapter 2 of Part 13 Companies Act 2006:

SPECIAL RESOLUTION

1. **THAT** the articles of association of the Company be amended by inserting the following new article as article 10 (*Transfer of Shares to a Secured Institution*) and the remaining sub-clauses be renumbered accordingly:
10. **"TRANSFER OF SHARES TO A SECURED INSTITUTION**
- 10.1 *Notwithstanding anything contained in these Articles or in the Companies Act 2006 Model Articles, the Directors shall not decline to register, nor may they suspend registration of, any transfer of Shares which:*
- 10.2 *is to any bank or institution to which those Shares (the **Charged Shares**) have been charged by way of security, or to any nominee of such a bank or institution (a **Secured Institution**);*
- 10.3 *is delivered to the Company for registration by a Secured Institution (or its nominee) in order to perfect its security over the Charged Shares; or*
- 10.4 *is executed by a Secured Institution (or its nominee) under the power of sale or other power under such security.*
11. *Notwithstanding anything to the contrary contained in these Articles or in the Companies Act 2006 Model Articles, neither a transferor or proposed transferor of Charged Shares to a Secured Institution (or its nominee) nor a Secured Institution (or its nominee) will be required to provide any prior written notice to the Company or to offer the Charged Shares which are or are to be the subject of any such transfer to the Members (or any of them), and no Member shall have any right under these Articles or otherwise to require such Shares to be transferred to them whether for consideration or not.*
12. *The Company shall have no lien on any Charged Shares.*
13. *Any pre-emption rights contained in these Articles shall not apply in relation to any Charged Shares."*

The persons named below, being all the persons eligible to vote on the above resolutions on the circulation date, irrevocably agrees to each of those resolutions.

Chair

Date:

20 November 2023

MONDAY



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JNI

04/12/2023

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COMPANIES HOUSE