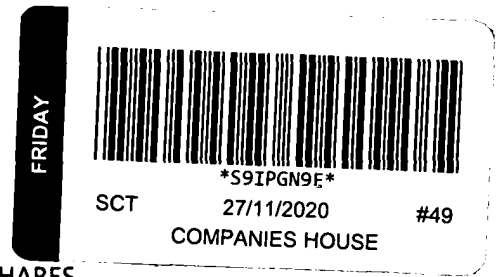


Company No: SC206271



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WILL RUDD DAVIDSON (GLASGOW) LIMITED (the "Company")

*28 OCTOBER* 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions (the "Resolutions") are passed as special resolutions.

**SPECIAL RESOLUTIONS**

1. THAT the issued share capital of the Company (presently 100 ordinary shares of £1 each) be and is hereby divided into and re-classified as A ordinary shares of £1 each, B ordinary shares of £1 each, C ordinary shares of £1 each and D ordinary shares of £1 each by:
  - the 56 ordinary shares of £1 each in the capital of the Company held by Alexander Brian Walker being re-classified as 56 A ordinary shares of £1 each in the capital of the Company with said A ordinary shares each having the rights and being subject to the restrictions set out in the articles of association of the Company as amended pursuant to resolution 2 below (the "Amended Articles");
  - the 19 ordinary shares of £1 each in the capital of the Company held by Michael-John O'Shaughnessy being re-classified as 19 B ordinary shares of £1 each in the capital of the Company with said B ordinary shares each having the rights and being subject to the restrictions set out in the Amended Articles;
  - the 15 ordinary shares of £1 each in the capital of the Company held by Stephen Thomas Wallace Rudd being re-classified as 15 C ordinary shares of £1 each in the capital of the Company with said C ordinary shares each having the rights and being subject to the restrictions set out in the Amended Articles; and
  - the 10 ordinary shares of £1 each in the capital of the Company held by Will Rudd Davidson (Edinburgh) Ltd being re-classified as 10 D ordinary shares of £1 each in the capital of the Company with said D ordinary shares each having the rights and being subject to the restrictions set out in the Amended Articles.
2. THAT the articles of association of the Company be and are hereby amended as follows:
  - That the existing article 1 be amended by the insertion of the following words as a new article 1.(c):

"Clause 1 in Table A shall be amended by the insertion of the following additional definitions:

"A Shares" means A ordinary shares of £1 each in the capital of the company which shall

confer on the holder thereof the right to receive, out of the profits of the company available for distribution, dividends of such sum (if any) as may be declared and shall rank pari passu with the B Shares, the C Shares and the D Shares for all other purposes;

"B Shares" means B ordinary shares of £1 each in the capital of the company which shall confer on the holder thereof the right to receive, out of the profits of the company available for distribution, dividends of such sum (if any) as may be declared and shall rank pari passu with the A Shares, the C Shares and the D Shares for all other purposes;

"C Shares" means C ordinary shares of £1 each in the capital of the company which shall confer on the holder thereof the right to receive, out of the profits of the company available for distribution, dividends of such sum (if any) as may be declared and shall rank pari passu with the A Shares, the B Shares and the D Shares for all other purposes;

"D Shares" means D ordinary shares of £1 each in the capital of the company which shall confer on the holder thereof the right to receive, out of the profits of the company available for distribution, dividends of such sum (if any) as may be declared and shall rank pari passu with the A Shares, the B Shares and the C Shares for all other purposes;

"shares" means the A Shares, the B Shares, the C Shares and the D Shares (unless the context requires otherwise)."

- By the insertion of the following words as a new article 21, under the heading "SHARE CAPITAL":

"The company's share capital comprises A Shares, B Shares, C Shares and D Shares each of which shall be separate classes of shares."

- By the insertion of the following words as a new article 22, under the heading "DIVIDENDS":

"(a) Subject to the provisions of the Act, the company may by ordinary resolution, upon the recommendation of the directors, declare dividends in accordance with the respective rights of the members. Every general meeting at which a dividend is declared shall, by ordinary resolution, direct that such dividend be paid either in respect of one or more classes of shares to the exclusion of other classes or to all classes of shares. Where a dividend is declared in respect of all classes of shares the company may, by ordinary resolution, differentiate among the classes of shares as to the amount of dividend payable. Provided always that no dividend should be declared to any class of shares in the circumstances where the directors recommend that no dividend should be declared nor shall any dividend be declared to any class which exceeds the amount recommended by the directors in respect of that class.

(b) Clause 102 in Table A shall not apply to the Company."

- By the insertion of the following words as a new article 23:

"Clause 103 in Table A shall be read and construed as if the words "When paying interim dividends the directors may make payments to one or more classes of shares to the exclusion of other classes or to all classes of shares. When making payments the directors may differentiate among the classes of shares as to the amount of dividend

payable." were added after the first sentence."

## AGREEMENT

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

WE, the undersigned, being or representing all the members of the Company for the time being entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Name of Shareholder	Signature	Date of Signature
Alexander Brian Walker		28/10/2020
Michael-John O'Shaughnessy		28/10/2020
Stephen Thomas Wallace Rudd	.....	..... 2020
Will Rudd Davidson (Edinburgh) Ltd	 Director	28/10/2020

payable." were added after the first sentence."

## AGREEMENT

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

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Name of Shareholder	Signature	Date of Signature
Alexander Brian Walker	.....	..... 2020
Michael-John O'Shaughnessy	.....	..... 2020
Stephen Thomas Wallace Rudd	 .....	28/10/ 2020
Will Rudd Davidson (Edinburgh) Ltd	..... Director	..... 2020

**NOTES**

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the "**Lapse Period**") using one of the following methods:
  - 1.1 **By Hand:** delivering the signed copy to Nicholas Howie, Anderson Strathern LLP, George House, 50 George Square, Glasgow, G2 1EH.
  - 1.2 **Post:** returning the signed copy by post to Nicholas Howie, Anderson Strathern LLP, George House, 50 George Square, Glasgow, G2 1EH.
  - 1.3 **Fax:** faxing the signed copy to 0131 270 7788 marked "For the attention of Nicholas Howie".
  - 1.4 **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [nicholas.howie@andersonstrathern.co.uk](mailto:nicholas.howie@andersonstrathern.co.uk). Please enter "Written resolutions" in the e-mail subject box.
  - 1.5 If you do not agree with 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. The Resolutions are passed when the required majority of eligible members have signified their agreement to it.
4. If the Resolutions are not passed before the end of the Lapse Period it will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolutions will be ineffective.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.