

Company number: SC237291

Gillies & Mackay Limited

(the "Company")

**Registered office: Gillies and Mackay Ltd East Inchmichael, Station Road, Errol, Perthshire,
Scotland, PH2 7SP**

Company number: SC237291

WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF THE COMPANY

CIRCULATION DATE: 17TH MAY 2022

DATE PASSED: 17TH MAY 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006), the directors of the Company propose that the following resolutions be duly approved:

ORDINARY RESOLUTIONS

IT IS RESOLVED THAT:

1. **SUBDIVISION:** In accordance with section 618 of the Companies Act 2006, 100 ordinary shares of £1.00 each in the capital of the Company be sub-divided into 200 ordinary shares of £0.50 each in the capital of the Company, such shares to have the same rights and being subject to the same restrictions (save as to the nominal value) as the existing ordinary shares of £1.00 each in the capital of the Company as set out in the Company's articles of association for the time being.
2. **REDESIGNATION AND VARIATION:** THAT 200 'A' ordinary shares of £0.50 each in the capital of the Company be renamed to 98 'A' ordinary shares of £0.50 each and 102 'B' ordinary shares of £0.50 each and the rights attaching to the said shares be varied.

SPECIAL RESOLUTION

1. **AMENDMENT TO ARTICLES:** IT IS RESOLVED THAT the Articles of Association of the Company be replaced in their entirety with the draft amended and restated Articles of Association of the Company in the form set out at Appendix I (the "New Articles").

[Signatures of shareholders on next page]

THURSDAY



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04/08/2022

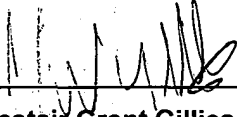
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COMPANIES HOUSE

Company number: SC237291

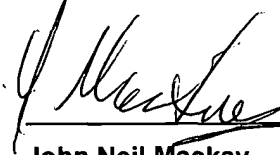
AGREEMENT

We, being eligible members of the Company (as defined in section 289 of the CA 2006) and entitled to vote on these written resolutions, agree that these written resolutions be so passed and agree that they shall be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held.



Alastair Grant Gillies

Date: 17th May 2022



John Neil Mackay

Date: 17th May 2022