

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

D. R. COLLIN & SON LTD (Company)

(No. SC388209)



28th February 2023

Under Chapter 2 of Part 13 of the Companies Act 2006, on 28th February 2023, the following Resolution 1 was duly passed as an ordinary resolution and Resolutions 2 and 3 were duly passed as special resolutions:-

1. AUTHORITY TO ALLOT


THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £20 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, in accordance with section 570 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally empowered to allot equity securities (as defined in section 560 of the CA 2006), as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall (1) be limited to the allotment of equity securities up to an aggregate nominal amount of £20; and (2) expire on the fifth anniversary of the date of passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

3. **ARTICLES OF ASSOCIATION**

THAT, the draft articles of association annexed to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.


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Director, for and on behalf of D. R. Collin & Son Ltd