

Registered Number: SC469063

MURRAY ESTATES DEVELOPMENTS LIMITED
(the “Company”)

PRIVATE COMPANY LIMITED BY SHARES

**Resolutions to which Chapter 3 of Part 3 of the Companies Act
2006 applies**

By written resolutions of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006(the “Act”), resolution 1 was passed as an ordinary resolution and resolutions 2, 3 and 4 were passed as special resolutions on 21 FEBRUARY 2024.

ORDINARY RESOLUTION

1. **THAT** in accordance with section 551 of the Companies Act 2006, the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £37,224,773. This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) on a date being not more than 5 years from the date of the resolution, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

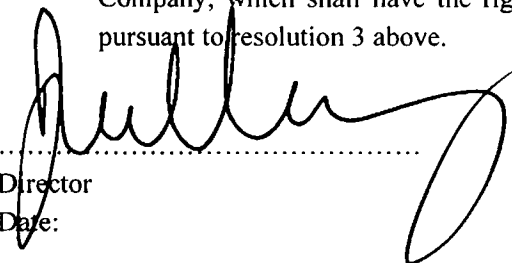
SPECIAL RESOLUTION

2. THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if any restrictions as to pre-emption, including but not limited to the restrictions contained in section 561 of the Act and the Company’s articles of association did not apply to any such allotment, provided that this power shall:
 - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £37,224,773; and
 - b. expire on the fifth anniversary 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. **THAT** the articles of association attached hereto be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.

4. THAT:

- a. the issued A ordinary shares of £1 each in the capital of the Company; and
- b. the issued B ordinary shares of £1 each in the capital of the Company

shall be converted into and redesignated as ordinary shares of £1 each in the capital of the Company, which shall have the rights set out in the articles of association to be adopted pursuant to resolution 3 above.


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Director
Date: