

Company number 4547804

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS OF

BRAY ACCOUNTANTS LIMITED

ORDINARY RESOLUTION

1. **IT IS RESOLVED THAT** there shall be attached to the 'A' Ordinary Shares and to the 'B' Ordinary Shares and to the 'C' Ordinary Shares and to the 'D' Ordinary Shares and to the 'E' Ordinary Shares issued in the Company those rights and conditions as are set out in the Articles of Association of the Company to be adopted pursuant to resolution 2 below.

SPECIAL RESOLUTIONS

2. **IT IS RESOLVED THAT** clauses 1 to 5 of that document known as the Memorandum of Association of the Company prior to the implementation of section 28 of the Companies Act 2006 be and they are hereby deleted in their entirety.
3. **IT IS RESOLVED THAT** the regulations set forth in the printed document attached to this resolution, and for the purpose of identification marked with an "A", be approved, and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof.
4. **IT IS RESOLVED**
 - (1) **THAT** the directors be and they are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the allotment threshold at any time or times during the period ending on the day prior to the fifth anniversary of the date of these resolutions; **and**
 - (2) **THAT** the directors may, after that date, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within the period ending on that date; **and**

(3) **THAT** the authority hereby given may at any time (subject to the section 551 of the Companies Act 2006) be renewed, revoked, or varied by ordinary resolution, and is in all ways subject to the provisions of the Articles of Association adopted by resolution 3 above.

5. **IT IS RESOLVED THAT**, by virtue of section 570 (1) of the Companies Act 2006, sections 561 and 562 thereof shall not apply to any allotment of shares made pursuant to the authority conferred by resolution 4 above.

I CERTIFY THAT the above are a true and accurate copy of written resolutions of the Company which were passed pursuant to sections 281 to 300 of the Companies Act 2006 by the required majority of the Eligible Members in the Company.

Dated: 1st April 2022

Signed:

Director/Secretary

Presented by:-
Bourse Company Services Limited
6 Lower Park Row, Bristol, BS1 5BJ