### PRIVATE COMPANY LIMITED BY SHARES

# **WRITTEN RESOLUTION**

**OF** 

## DRUMMOND CENTRAL LIMITED (Company)

Circulated on 10 MARCH 2023 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (**Act**), we, the undersigned, being the eligible members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the Circulation Date hereby pass the following resolutions (**Resolutions**) as written resolutions and agree that if duly passed, they shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

#### **ORDINARY RESOLUTION**

#### 1. AUTHORITY TO ALLOT

**THAT**, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot B ordinary shares in the Company up to an aggregate nominal amount of £6,660 during the period commencing on the Circulation Date until five years from its date, unless renewed, varied or revoked by the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares 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 already made or offered or agreed to be made pursuant to such authorities.

### SPECIAL RESOLUTION

# 2. DISAPPLICATION OF PRE-EMPTION RIGHTS

**THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the Act, 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 section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

- be limited to the allotment of equity securities up to an aggregate nominal amount of £6,600;
- expire on five years from the Circulation Date (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.

# **AGREEMENT**

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

The undersigned, being the eligible members entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Julie Drummond

Date: 10 MARCH 2023

**Stephen Drummond** 

Date: 10 MARCH 2023.

### NOTE

- 1. A special resolution will be passed once members representing over 75% of the total voting rights of eligible members signify their agreement to it. An ordinary resolution will be passed once members representing over 50% of the total voting rights of eligible members signify their agreement to it.
- 2. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to the Resolutions, please indicate your agreement to the Resolutions by signing and dating this document where indicated above and returning it to the Company.
- 3. If you do not agree to the Resolutions, you do not need to do anything as you will not be deemed to agree if you fail to reply.
- 4. Your agreement is irrevocable which means that once you have indicated your agreement to the Resolutions, you may not change your mind.
- 5. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement is provided before or during this date.