

Company Number: 06430770

## PRIVATE COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTION

of

AEV HOLDINGS LIMITED

("Company")

1 November 2021

("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below be passed as an ordinary resolution and resolution 2 below be passed as a special resolution (Resolutions):

## ORDINARY RESOLUTION

1. 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 32,432 C Ordinary Shares of £1.00 each in the capital of the Company having the following rights:

- the right to one vote per share;
- the right to receive dividends declared on C Ordinary Shares; and
- the right to participate in a winding up of the Company.

Unless renewed, varied or revoked by the Company, this authority shall expire on the date five years from the date of this resolution.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

## 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 section 561(1) of the CA 2006 did not apply to any such allotment.

## AGREEMENT

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

The undersigned, being the person(s) person entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions:

Signed by Jonathan Kemp )  ) .....

Date: ) 1 November 2021 ) .....

Signed by Deborah Kemp )  
 ) ...*Deborah Kemp*.....

Date: )  
 ) 1.November 2021.....

Signed by Lau Ban Sin )  
 ) ...*Lau Ban Sin*.....

Date: )  
 ) 1.November 2021.....

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - By hand: delivering the signed version to 3<sup>rd</sup> Floor, Horton House, Exchange Flags, Liverpool L2 3YL;
  - Post: returning the signed version to 3<sup>rd</sup> Floor, Horton House, Exchange Flags, Liverpool L2 3YL; or
  - Email: by attaching a scanned copy of the signed version to an email and sending it to [Rupert.gill@brabners.com](mailto:Rupert.gill@brabners.com).

You may not return the Resolutions to the Company by any other method. If you do not agree to the Resolution(s), you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

(Filing copy)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

[NAME] LIMITED

("Company")

ORDINARY AND SPECIAL RESOLUTION

Passed as a Written Resolution on [DATE] ("Resolution Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following [ordinary/special resolution] [was]/[were] duly passed by the members of the Company by way of written resolution on the Resolution Date:

SPECIAL RESOLUTION

1. THAT

ORDINARY RESOLUTION

2. THAT

Signed.....

Director