

Company number 06557373

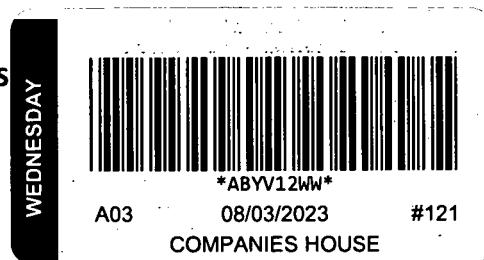
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

TUDOR GRIFFITHS LIMITED (Company)

Circulated on 2nd March 2023



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the resolution below is passed as a special resolution (**Resolution**).

SPECIAL RESOLUTION

THAT, the Company adopts amended Articles of Association in the form produced and supplied to the members of the Company at or before the time at which this Resolution has been supplied for signature.

AGREEMENT

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

The undersigned, a shareholder entitled to vote on the above Resolution on 2023 hereby irrevocably agrees to the Resolution:

Signed by John Tudor Griffiths

Date:

2nd March 2023

Signed by William Michael Griffiths

Date:

2nd March 2023

NOTES

1. If you agree to the Resolution, 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 copy to the Director of the Company at the registered office address.

Post: returning the signed copy by post to the Director of the Company at the registered office address.

If you do not agree to the Resolution, 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 sufficient agreement has been received for the Resolution to pass within 28 days of the circulation date it will lapse.

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.

TUDOR GRIFFITHS LIMITED
COMPANY NUMBER 06557373

Minutes of a meeting of the directors of Tudor Griffiths Limited (**Company**)

held at

on 2nd March 2023 at am/pm.

PRESENT:	John Tudor Griffiths	Director
	James Robert Jones	Director
	David Thomas Morris	Director

1. Chairperson

John Tudor Griffiths was appointed Chairperson of the meeting and chaired the meeting throughout.

2. Notice and quorum

The Chairperson reported that due notice of the meeting had been given and that a quorum was present.

3. Declaration of director's interests

3.1. The directors each declared the nature and extent of their interest in the proposed arrangement to be considered at the meeting pursuant to section 177 of the Companies Act 2006 and the Company's articles of association (**Articles**).

3.2. It was noted that pursuant to article 5 of the Articles, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested.

4. Purpose of the meeting

4.1. The Chairperson reported that the business of the meeting was to consider and, if thought fit:

(a) recommend that the shareholder of the Company adopt amended articles of association (**New Articles**); and

(b) approve the circulation of the written resolutions relating to the New Articles (**Written Resolutions**).

5. New Articles

5.1. The following documents were then produced to the meeting:

(a) New Articles;

(b) the Written Resolutions; and

(c) a signed notice of consent from the holder of the A ordinary shares in the capital of the Company (**A Shares**), consenting to the adoption of the New Articles and the variation of the rights attached to the A Shares, pursuant to s630 Companies Act 2006.

5.2. It was noted that:

(a) the Written Resolutions included explanatory notes that inform the shareholder how to signify agreement to the proposed resolutions, and of the date by which the Written Resolutions must be passed if it is not to lapse;

(b) that under section 172 CA 2006, a director must act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its shareholder as a whole and in doing so have regard (amongst other matters) to certain factors set out in that section.

5.3. Having carefully considered the documents referred to in paragraph 5.1 (above) and their obligations pursuant to section 172 of the Companies Act 2006 it was resolved that:

(a) the New Articles would promote the success of the Company for the benefit of its shareholder as a whole; and

(b) to recommend to the shareholder of the Company that they pass the Written Resolutions.

5.4. The meeting was then adjourned to enable the Chairperson to circulate the Written Resolutions to the shareholder of the Company.

5.5. On resumption of the meeting, the Chairperson reported that the Written Resolutions had been passed and the directors further resolved:

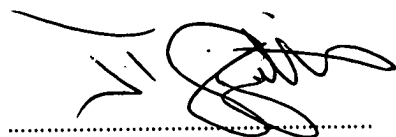
(a) to adopt the New Articles;

(b) to arrange for the following to be filed at Companies House:

- New Articles; and
- a notice of the Written Resolutions.

6. Conclusion

There being no further business the meeting then ended.



Chairperson