

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**BRUNEL INSURANCE BROKERS LIMITED**

**Circulation Date: 18 September 2023**

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006 ("2006 Act"), the following resolutions are passed as ordinary and special resolutions of the Company:

**ORDINARY RESOLUTIONS**

- 1 The Directors of the Company be and they are hereby generally authorised for the purposes of s.551 Companies Act 2006 to exercise all the powers of the Company to allot up to an aggregate amount of £3,900,000 of 5% Secured Preference Shares in the capital of the Company (having the rights set out in the Company's articles of association to be adopted pursuant to resolution 3 below, and secured by the debenture dated 16 November 2021), at any time or times prior to 31 December 2023 on which date the authority given by this Resolution shall expire.

**SPECIAL RESOLUTION**

- 2 The Directors of the Company be and they are hereby empowered pursuant to s.570 Companies Act 2006 to allot equity securities (within the meaning of s.560 as defined for the purposes of s.570 Companies Act 2006) for cash pursuant to the authority conferred by the above-mentioned Ordinary Resolution as if s.561 of the said Act did not apply to any such allotment.
- 3 The regulations contained in the printed document annexed hereto, be and is hereby approved and adopted as the Articles of Association of the Company, in substitution and to the exclusion of all the existing articles thereof.

The undersigned, being persons eligible to vote on the above resolution on the circulation date holding no less than 75% of the issued voting capital of the Company hereby irrevocably agree to the above resolution.

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Name: Matthew John Harlin  
Dated: 18 September 2023

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Name: Lane Brunel Investments Ltd  
Dated: 18 September 2023

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Name: David Andrew Nicholas Brown  
Dated: 2023

.....  
Name: Mark Robert Baggelaar  
Dated: 18 September 2023

.....  
Name: Thomas Benedict Owen Davis  
Dated: 18 September 2023

1. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
2. If you do not agree to the Resolution, you do not need to do anything and you will not be deemed to agree if you fail to reply.
3. Unless, within 28 days from the circulation date sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolution, 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.