

THE COMPANIES ACT 2006  
WRITTEN SPECIAL RESOLUTION

of

ACTIVATE LUBRICANTS LTD  
COMPANY NUMBER 09919644 (Company)

(Passed on: 2021)

Circulation Date: 23/02/ 2021

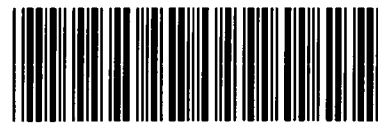
The directors of the Company propose that the following resolutions are passed as special resolutions in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (**Special Resolutions**):

1. THAT the share capital of the Company is increased to £100,100 by the creation of 100,000 Deferred shares of £1 each in the capital of the Company.
2. THAT, in accordance with section 551 of the 2006 Act, the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £100,000 provided that this authority shall, unless renewed, varied, or revoked by the Company, expire on 28 February 2021. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the 2006 Act.
3. THAT, subject to the passing of the above resolution and in accordance with section 570 of the 2006 Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by the above resolution, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:
  - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £100,000; and
  - (b) expire on 28 February 2021 (unless renewed, varied or revoked by the Company prior to or on that date).
4. THAT the regulations attached to this written resolution be and are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association with immediate effect.

5. **AGREEMENT**

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

WEDNESDAY



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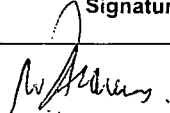
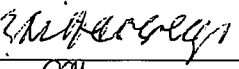
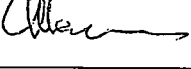
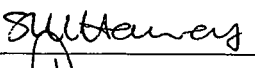

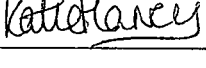
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COMPANIES HOUSE

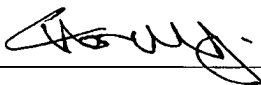

The undersigned, being person(s) entitled to vote on the Special Resolutions, hereby irrevocably agree to the Special Resolutions.

Name	Signature	Date
MALCOLM HARVEY		23/02/21
MURIEL HARVEY		23/02/21
CHARLES HARVEY		23/02/21
SUZANNE HARVEY		23/02/21
JAMES HARVEY		23/02/21
KATIE HARVEY		23/02/21
CAMERON HARVEY		
WENDY HARVEY		

#### NOTES

1. If you agree with the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company at its registered office.
2. If you do not agree to the Special Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement.
4. Unless, by 28 days from the date of circulation of the Special Resolutions, sufficient agreement has been received for the Special Resolutions to pass, they will lapse. If you agree to the Special Resolutions, please ensure that your agreement reaches us before this date.
5. 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.
6. 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.

The undersigned, being person(s) entitled to vote on the Special Resolutions, hereby irrevocably agree to the Special Resolutions.

Name	Signature	Date
MALCOLM HARVEY		
MURIEL HARVEY		
CHARLES HARVEY		
SUZANNE HARVEY		
JAMES HARVEY		
KATIE HARVEY		
CAMERON HARVEY		23/02/21
WENDY HARVEY		23/02/21

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Minutes of a meeting of the board of directors of ACTIVATE LUBRICANTS LTD held at the registered office of the Company on 23/02/2021

PRESENT:	NAME	POSITION
	MALCOLM HARVEY	SHAREHOLDER
	CHARLES HARVEY	DIRECTOR/CHAIRPERSON
	JAMES HARVEY	DIRECTOR
	CAMERON HARVEY	DIRECTOR

**1. Chairperson**

The person named as such above 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. Accordingly, the chairperson declared the meeting open.

**3. Declarations of interest**

3.1. Each director present declared the nature and extent of their interest in the proposed transactions and other arrangements to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association.

3.2. It was noted that pursuant to the Company's articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested.

**4. Business of the meeting**

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

- (a) Approve a written special resolution to be sent to the Company's shareholders to obtain certain approvals in connection with a proposed allotment of new shares in the Company, namely to:
  - i. Increase the share capital of the Company to £100,100 by the creation of 100,000 Deferred shares of £1 (**Rights Shares**);
  - ii. Authorise the directors to allot Rights Shares up to an aggregate nominal amount of £100,000;
  - iii. Disapply any pre-emption rights in relation to the proposed allotment of Rights Shares; and
  - iv. Adopt new articles of association of the Company in the form presented to the meeting (**New Articles**);

and

- (b) Subject to shareholder approval, approve and effect the adoption of the New Articles.

**5. Written resolution**

5.1. There was produced to the meeting a form of written special resolution (**Written Resolution**) of the members of the Company in the form annexed.

5.2. Having carefully considered and discussed the matters referred to in section 172(1) of the Companies Act 2006 IT WAS RESOLVED to:

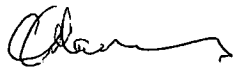
- (a) Approve the Written Resolution in the form produced to the meeting; and

- (b) Send it to every eligible member of the Company together with a copy of the New Articles.
- 6. **Adjournment**
  - 6.1. The meeting was adjourned so that the Written Resolution (together with a copy of the New Articles) could be submitted to the members of the Company.
  - 6.2. The meeting reconvened and the chairperson reported that the Written Resolution has been passed unanimously.
- 7. **Resolution to adopt the New Articles**
  - 7.1. Having carefully considered and discussed the matters referred to in section 172(1) of the Companies Act 2006 IT WAS RESOLVED that:
    - (a) The adoption of the New Articles be and is hereby approved; and
    - (b) Any one or more of the directors of the Company be and is hereby authorised to execute any document and take such steps as are required to effect the adoption of the New Articles for and on behalf of the Company (subject to such amendments, modification, variations and alterations as those executing the same on behalf of the Company think fit).
  - 7.2. The chairperson reported that the Company had now adopted the New Articles as its Articles of Association.
- 8. **Filing**

The chairperson instructed any one or more of the directors of the Company to arrange for the following forms and documents to be prepared and filed at Companies House:

  - (a) A copy of the Written Resolution; and
  - (b) A copy of the New Articles.
- 9. **Close**

There was no further business and the chairperson declared the meeting closed.



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Chairperson

23/02/2021

Minutes of a meeting of the board of directors of ACTIVATE LUBRICANTS LIMITED held at the registered office of the Company on 23/02/2021

PRESENT:	NAME	POSITION
	MALCOLM HARVEY	SHAREHOLDER
	CHARLES HARVEY	DIRECTOR/CHAIRPERSON
	JAMES HARVEY	DIRECTOR
	CAMERON HARVEY	DIRECTOR

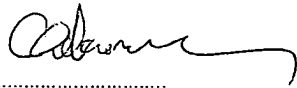
1. **Chairperson**  
The person named as such above was appointed chairperson of the meeting and chaired the meeting throughout.
2. **Notice and quorum**  
The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.
3. **Declarations of interest**
  - 3.1. Each director present declared the nature and extent of their interest in the proposed transactions and other arrangements to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association.
  - 3.2. It was noted that pursuant to the Company's articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested.
4. **Business of the meeting**
  - 4.1. It was explained that in order to raise additional finance by way of share capital, the Company proposed to offer to its shareholders (**Shareholders**), on the register at the close of business on the date of this meeting (**Record Date**), the opportunity to subscribe for new Deferred shares at £1 each (**Rights Shares**) at £1 per share (**Issue Price**), payable in full on acceptance, on a basis of 2,500 Rights Shares for each C Ordinary share and 2,500 Rights Shares for each D Ordinary share held on the Record Date (**Rights Issue**).
  - 4.2. Accordingly, the chairperson reported that the purpose of the meeting was to:
    - (a) Approve the proposed Rights Issue and the related documentation;
    - (b) Agree the Issue Price for subscribing for the Rights Shares; and
    - (c) Provisionally allot the shares.
5. **Documents produced to the meeting**  
A draft provisional allotment letter (**PAL**) was produced to the meeting to be used in connection with the Rights Issue.
6. **Resolutions**
  - 6.1. After careful consideration of the documents produced to the meeting and discussion of the matters referred to in section 172(1) of the Companies Act 2006 IT WAS RESOLVED (subject to any modification that the directors or a committee may approve):
    - (a) To approve the proposed Rights Issue and its terms;
    - (b) To approve the Issue Price;
    - (c) To approve the PAL and to despatch the PAL to Shareholders later today;
    - (d) To approve the provisional allotment of Rights Shares to Shareholders on the register on the Record Date on the basis (disregarding fractions and rounding down

to the nearest whole Rights Share) of 2,500 Rights Shares for each C Ordinary share and 2,500 Rights Shares for each D Ordinary share then held subject to acceptance by each Shareholder and subject to payment in full within 14 days of the date of the PAL and otherwise on the terms of the PAL;

- (e) To approve any other documents that may be required in connection with the Rights Issue and authorise signature; and
- (f) To instruct any one or more of the directors of the Company to do all things necessary or desirable in connection with the Rights Issue with full power to reserve, determine and approve all matters arising in connection with the Rights Issue including, without limitation, the approval of any amendments to any other document produced to the meeting and the allotment of the Rights Shares.

**7. Close**

There was no further business and the chairperson declared the meeting closed.



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Chairperson

Minutes of a meeting of the board of directors of ACTIVATE LUBRICANTS LIMITED held at the registered office of the Company on 23/02/2021

PRESENT:	NAME	POSITION
	CHARLES HARVEY	DIRECTOR/CHAIRPERSON
	JAMES HARVEY	DIRECTOR
	CAMERON HARVEY	DIRECTOR

1. **Chairperson**  
The person named as such above 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. Accordingly, the chairperson declared the meeting open.
3. **Declarations of interest**
  - 3.1. Each director present declared the nature and extent of their interest in the proposed transactions and other arrangements to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association.
  - 3.2. It was noted that pursuant to the Company's articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested.
4. **Definitions**  
It was noted that in these minutes, words and expressions defined in the minutes of the meeting of the board of directors of the Company held on ..... shall, unless the context otherwise requires, have the same meanings when used in these minutes.
5. **Business of the meeting**
  - 5.1. It was reports that the meeting had been convened to deal with various matters arising in connection with the Rights Issue.
  - 5.2. It was further reported that the purpose of the meeting was to:
    - (a) Report on the level of take-up of shares in the Rights Issue and to confirm the allotment of Rights Shares to Shareholders; and
    - (b) Deal with various administrative matters following the Rights Issue.
  - 5.3. The chairperson explained that the Rights Issue had now closed and that all Shareholders had taken up the Rights Issue in full.
  - 5.4. The chairperson further explained that:
    - (a) Malcolm Harvey (MH), a Shareholder who has taken up the Rights Issue, is owed a sum of £50,000 by the Company (**MH Debt**);
    - (b) The Company will repay the MH Debt to MH and
    - (c) The amount due from the Company in respect of the repayment of the MH Debt shall be set off against the amount due from MH in respect of the subscription price due on the Rights Shares that MH has accepted pursuant to the Rights Issue.
  - 5.5. The chairperson further explained that:
    - (a) Eveline Muriel Harvey, a Shareholder who has taken up the Rights Issue, is owed a sum of £50,000 by the Company (**EMH Debt**);
    - (b) The Company will repay the EMH Debt to EMH and

- (c) The amount due from the Company in respect of the repayment of the EMH Debt shall be set off against the amount due from EMH in respect of the subscription price due on the Rights Shares that EMH has accepted pursuant to the Rights Issue.

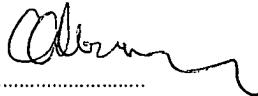
**6. Resolutions**

Having carefully considered and discussed the matters referred to in section 172(1) of the Companies Act 2006 IT WAS RESOLVED to;

- (a) Confirm the provisional allotment of 100,000 Rights Share to MH and EMH taken up pursuant to the Rights Issue and that such Rights Shares be confirmed as allotted fully paid to MH and EMH; and
- (b) Authorise the issue of share certificates (in relation to fully paid Rights Shares held in certificated form).

**7. Close**

There was no further business and the chairperson declared the meeting closed.



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Chairperson